

CHINA YUANBANG PROPERTY HOLDINGS LIMITED
(Incorporated in Bermuda)
(Company Registration No. 39247)

MINUTES OF ANNUAL GENERAL MEETING HELD IN WHOLLY PHYSICAL FORMAT

PLACE	:	The Pavilion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue, Level 13 Keppel Bay Tower, Singapore 098632
DATE	:	Monday, 30 October 2023
TIME	:	3.00 p.m.
BOARD OF DIRECTORS PRESENT	:	Mr Ouyang Sheng Executive Director and Chief Executive Officer Mr Zhou Jiangtao Executive Director Mr Chua Siong Kiat Lead Independent & Non-Executive Director Mr Chong Eng Wee Independent & Non-Executive & Non-Executive Director Mr Xia Weichang Independent & Non-Executive Director
ABSENT WITH APOLOGIES		Mdm Lin Yeju Non-Executive Chairman
IN ATTENDANCE/BY INVITATION	:	As per Attendance List maintained by the Company
SHAREHOLDERS	:	As per Attendance List maintained by the Company
CHAIRMAN OF THE MEETING	:	Mr Chua Siong Kiat

INTRODUCTION AND QUORUM

Mr Chua Siong Kiat informed shareholders that he had been nominated as the Chairman of the Meeting.

As a quorum was present, Mr Chua Siong Kiat (“**the Chairman**”) declared the Annual General Meeting (“**AGM**”) open at 3.00 p.m.

The Chairman conveyed the apologies of Mdm Lin Yeju, the Non-Executive Chairman and Director for not being able to attend the AGM due to work exigencies. The Chairman then introduced the Board of Directors, the Chief Financial Officer cum Company Secretary and the Audit Partner present. Shareholders were informed that Mr Chong Eng Wee is a newly appointed director who joined the Board on 11 September 2023.

NOTICE

The Notice of AGM dated 13 October 2023 convening the Meeting was taken as read.

VOTING BY WAY OF POLL

The Chairman informed that he had been appointed as proxy by several shareholders and he would be voting in accordance with their instructions.

The Chairman exercised his right under Bye-law 65 of the Company's Bye-laws to demand a poll be taken on the motions tabled at this AGM.

The meeting was further informed that the poll would be conducted after all the motions had been formally proposed.

QUESTIONS AND ANSWERS

The Chairman informed the meeting that there were no substantial and relevant questions received from shareholders in advance of the AGM.

The Company had published its responses to the questions received from the Securities Investors Association (Singapore) ("**SIAS**") on the Company's website and on SGXNET on 27 October 2023.

The Chairman then proceeded with the business of the AGM.

ORDINARY BUSINESS:

1. RESOLUTION 1 – DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS

- 1.1. The motion on adoption of the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2023 together with the Auditors' Report was proposed by the Chairman.
- 1.2. Questions from shareholders were dealt with as per **Annexure A**.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR CHONG ENG WEE

- 2.1. The motion on re-election of Mr Chong Eng Wee, who was retiring pursuant to Bye-law 85(6) of the Company's Bye-laws, was proposed by the Chairman.
- 2.2. Mr Chong will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.
- 2.3. Mr Chong will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR XIA WEICHANG

- 3.1. The motion on re-election of Mr Xia Weichang, who was retiring pursuant to Bye-law 86(1) of the Company's Bye-laws, was proposed by the Chairman.
- 3.2. Mr Xia will upon re-election, remain as the Chairman of the Remuneration Committee, a member of the Audit Committee and Nominating Committee.
- 3.3. Mr Xia will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR, MDM LIN YEJU

- 4.1 The motion on re-election of Mdm Lin Yeju, who was retiring pursuant to Bye-law 86(1) of the Company's Bye-laws, was proposed by the Chairman.
- 4.2 Mdm Lin, upon re-election, remain as the Chairman of the Board.

5. RESOLUTION 5 – DIRECTORS' FEES FOR THE YEAR ENDING 30 JUNE 2024

- 5.1. The Board had recommended the payment of Director's fees of S\$100,000 (One Hundred Thousand Singapore Dollars) for the financial year ended 30 June 2024 to be paid half-yearly in arrears.
- 5.2. The motion was proposed by Mr Chen Zhongwei.

6. RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS

- 6.1. Ordinary Resolution 6 was to re-appoint Moore Stephens LLP as the Company's Auditors and authorise the Directors to fix their remuneration.
- 6.2. The shareholders were informed that the retiring Auditors, Moore Stephens LLP, had expressed their willingness to continue in office.
- 6.3 The motion was proposed by the Chairman.

SPECIAL BUSINESS:

7. RESOLUTION 7 – SHARE ISSUE MANDATE

- 7.1. Ordinary Resolution 7 was to authorise the Directors to allot and issue shares pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited. The text of the resolution was set out under Resolution 7 in the Notice of the AGM.
- 7.2 After dealing with a shareholder's question (as per **Annexure A**), the Ordinary Resolution 7 was duly proposed by the Chairman.

POLL VOTING AND RESULTS

BACS Private Limited and CACS Corporate Advisory Pte. Ltd. ("**CACS**") were appointed as Polling Agent and Scrutineer respectively.

Poll voting procedures were explained by the representative of BACS.

Following the verification of votes, the polling results were as follows:

RESOLUTION 1 – DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS

No. of shares voted for	: 45,011,300	– 99.06%
No. of shares voted against	: 429,280	– 0.94%

It was RESOLVED:

"That the Directors' Report and the Audited Financial Statements for the financial year ended 30 June 2023 together with the Auditors' Report be received and adopted."

RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR CHONG ENG WEE

No. of shares voted for	: 45,011,300	– 99.06%
No. of shares voted against	: 429,280	– 0.94%

It was RESOLVED:

“That Mr Chong Eng Wee be re-elected a Director of the Company.”

RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR XIA WEICHANG

No. of shares voted for	: 45,011,300	– 99.06%
No. of shares voted against	: 429,280	– 0.94%

It was RESOLVED:

“That Mr Xia Weichang be re-elected a Director of the Company.”

RESOLUTION 4 – RE-ELECTION OF DIRECTOR, MDM LIN YEJU

No. of shares voted for	: 45,011,300	– 99.06%
No. of shares voted against	: 429,280	– 0.94%

It was RESOLVED:

“That Mdm Lin Yeju be re-elected a Director of the Company.”

RESOLUTION 5 – DIRECTORS’ FEES FOR THE YEAR ENDING 30 JUNE 2024

No. of shares voted for	: 45,011,300	– 99.06%
No. of shares voted against	: 429,280	– 0.94%

It was RESOLVED:

“That the payment of Directors’ fees of S\$100,000 (One Hundred Thousand Singapore Dollars) for the year ending 30 June 2024, payable half-yearly in arrears, be approved.”

RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS

No. of shares voted for	: 45,011,300	– 99.06%
No. of shares voted against	: 429,280	– 0.94%

It was RESOLVED:

“That Moore Stephens LLP, Public Accounts and Chartered Accountants, be re-appointed as the Company’s Auditors, at a remuneration to be determined by the Directors.”

RESOLUTION 7 – SHARE ISSUE MANDATE

No. of shares voted for	: 45,010,900	– 99.05%
No. of shares voted against	: 429,680	– 0.95%

It was RESOLVED:

“That pursuant to Rule 806 of the Listing Manual (“**Listing Manual**”) of the SGX-ST, authority be given to the Directors of the Company to allot and issue ordinary shares (“**shares**”) in the Company whether by way of rights, bonus or otherwise (including shares as may be issued pursuant to any Instruments (as defined below) made or granted by the Directors while this Resolution is in force notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of issue of such shares) and/or make or grant offers, agreements or options or otherwise issue convertible securities (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares at any time and upon such terms and conditions and for such purpose and to such persons as the Directors may, in their absolute discretion, deem fit, provided that:

- (a) the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the time of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Listing Manual; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall, continue in force until the conclusion of the Company’s next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law or by the Bye-Laws to be held, whichever is earlier.”

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting of the Company closed at 4.25 p.m.

Confirmed as True Record of Proceedings held

Chua Siong Kiat
Chairman of the Meeting

**QUESTIONS AND ANSWERS RAISED AT THE ANNUAL GENERAL (“AGM”) OF CHINA YUANBANG
PROPERTY HOLDINGS LIMITED (“CHINA YUANBANG”) HELD ON
30 OCTOBER 2023**

Unless otherwise defined in this Annexure A or in the minutes of the AGM, all capitalised terms used shall have the meaning ascribed to them in the Annual Report of China Yuanbang for FY2023 (“AR”). Some questions and answers have also been edited for clarity.

RESOLUTION ON ADOPTION OF DIRECTORS’ REPORT AND AUDITED FINANCIAL STATEMENTS

1.	Question:	<p>The shareholder referred to the free public float of approximately 29.70% of the Company’s issued shares held in the hands public on page 159 of the Company’s AR and made the following query:</p> <p>Is there any shareholder listed as one of the twenty largest shareholders on page 158 which has been included in the aforesaid free float percentage?</p>
	Answer by Mr Chong Eng Wee (“ Mr Chong ”):	<p>It is possible that one of the twenty largest shareholders, including such entities holding shares as nominees could be deemed as part of the public float. The twenty largest shareholders as at 19 September 2023 on page 159 was provided by the Company’s share registrar obtained from The Central Depository (Pte) Limited.</p> <p><i>(Afternote: The definition of “public” under the SGX-ST Listing manual refers to persons other than:</i></p> <p><i>(a) directors, chief executive officer, substantial shareholders or controlling shareholder of the issuer or its subsidiary companies; and</i></p> <p><i>(b) associates of the persons in paragraph (a))</i></p>
2.	Question:	Why is the release of the going concern announcement ahead of the Company’s AR?
	Answer by the Chairman:	<p>The auditors of the Company had deemed appropriate to render an unmodified audit opinion with an emphasis of matter on material uncertainty related to going concern in their audit report on the Company’s audited financial statements for FY2023.</p> <p>The auditors deemed the above necessary having considered the adverse news pertaining to the current state and conditions of the property market in the People’s Republic of China (“PRC”).</p> <p>In terms of timing, the Company had complied with the listing rules of SGX-ST to make an announcement of the emphasis of matter raised by the auditors as soon as the auditors had issued their report.</p>
3.	Question:	Why did SGX put the Company on their watch-list?
	Answer by Mr Chong:	We would like to clarify that the Company is currently not placed on SGX-ST’s watch list.
4.	Question:	<p>The shareholder commented on the absence of the Board Chairman.</p> <p>On page 85 of the Company’s AR, the numbers for loan receivables, accounts receivables, other receivables (including deposits) and contract assets when added up are higher than the revenue of RMB239,624,000 stated on page 4 of the Company’s AR. Why is this the case?</p>

		<p>On page 82 of the Company's AR, it was stated that <i>"the Group has net current assets of RMB331,666,000 (2022: RMB492,759,000), which include properties held under development of RMB343,991,000 (2022: RMB450,903,000) and properties held for sale of RMB1,115,476,000 (2022: RMB1,072,034,000)."</i></p> <p>As pointed out in the Auditors' Report, if the Group could realise the aforesaid properties, there would be no cashflow issue for the Group.</p>
5.	Question:	On page 158 of the Company's AR, why is Mr Chen Jianfeng's shares held under DBS Nominees Pte Ltd?
	Answer by Mr Chong:	We are not aware of the reason why. It is not uncommon for shareholders to place their shares with bank nominees.
6.	Question:	On page 141 of the Company's AR, why did the Group incur a high interest rate of 15.0% per annum for its loan of RMB200,000,000 with a financial institution in the PRC?
	Answer by CFO:	After the government introduced the three red-line policy, it remains a challenge to obtain loan from banks and banks have also increased their loan interest rates.
7.	Question:	Why is it difficult to obtain loans?
	Answer by CFO:	After the introduction of the three red-line policy by government, there are many factors which led to difficulty in obtaining loans from banks.
	Answer by the Chairman:	The Company is scaling down part of its RMB200,000,000 loan.
8.	Question:	On page 7 of the Company's AR, the Company had indicated in the Chairman's statement that it was exploring the development of a tourism property project as a strategic response to the current headwinds. Can you give some colours on this?
	Answer by Mr Zhou Jiangtao and translated by the Chairman:	We have identified a tourist spot in Guangzhou, a forest park close to Baiyun mountain. We are in preliminary discussions with the local authorities and nothing has been confirmed at this juncture. We will make the necessary announcement(s) in the event of any material development.
9.	Question:	<p>The Company has about RMB29.7 million ("m") cash and cash equivalents which is approximately to S\$5.0m.</p> <p>(i) How long can the available cashflow last?</p> <p>(ii) Will you face any liquidity crunch issue?</p> <p>(iii) Do you have any revolving credit facilities given by the banks to tide the Company over for the next 12 months?</p>
	Answer by Mr Zhou and translated by the Chairman:	<p>The Group had faced challenges such as slow sales in the first half of the year.</p> <p>The Chinese government has recently introduced some stimulus measures to support the property market.</p> <p>The Group has rented out its building space to generate some rental income and is also mindful to control its operational expenses at the same time. In the recent months of September and October 2023, there were some improvements in sales activity. The Group believes that it would be able to overcome the challenges amid the difficult period.</p>

	Answer to (iii) by the CFO:	<p>We have at least four to five banks which we could approach for loans if need arises.</p> <p>The Group has maintained good relationship with its banks and is confident that the Group is able to secure borrowings. Further, the Group has also been repaying its loans to the banks on time for the past few years.</p>
10.	Question	<p>From 2005, there is no concept of par value.</p> <p>The Company had previously held a Special General Meeting in 2019 to reduce its par value of its shares from HK\$2.00 to HK\$0.10 cent. I am concerned about the Company's cashflow. What would be share price if in the event you need to issue new shares?</p>
	Answer by the Auditor:	Under the Singapore Companies Act, Singapore has already abolished the par value concept.
	Answer by the Chairman:	<p>Per our understanding, the par value of shares has no bearing to the shares issuance price. If in the event we need to issue new shares, the share price would depend on market price as well as demand and supply.</p> <p><i>(Note: The Company is a Bermuda incorporated company and there still exists par value concept under the Bermuda Companies Act.)</i></p>
11.	Question:	What is the quantum that the Group can borrow from the banks?
	Answer by the CFO:	We do not have the exact numbers.
	Answer by the Chairman:	<p>We have existing bank facilities to support the Group. Due to sensitivity, we can't disclose the exact numbers here.</p> <p>Besides existing bank facilities, there are other ways to raise funds such as obtaining new bank facilities and issuance of new shares.</p>
12.	Question:	Can you give us an indication, for instance say a multiple of how many times of the available cashflow so as to give us some comfort?
	Answer by the Chairman:	<p>The Board meets on a quarterly basis to review the Group's financial performance including cashflow. To the best of my knowledge and professional duty, the Group's cashflow forecast has provided for the worst-case scenario. There was also no red flag raised by Management as to insufficient cashflow.</p> <p>As AC Chairman of the Company, it is my duty to raise any red flag (if any) to the Board immediately.</p>
13.	Question:	What is the gearing ratio of the Company?
	Answer by the Chairman:	It is 150% as reflected on page 4 of the Company's AR.
14.	Question:	<p>On page 4 of the Company's AR, the loss per share is RMB3.4 and the net asset value ("NAV") per share is RMB6.87. Comparing to FY2022, the NAV was RMB10.04 and it declined to RMB6.87 in FY2023.</p> <p>(i) What are the causes that attributed to the said loss?</p> <p>(ii) What is the future direction of the Company?</p>

	Answer by Mr Zhou and translated by the Chairman:	<p>For the period 2021 to 2023, many property developers in the PRC are facing a challenging period after the introduction of three-red line policy by the government coupled with the COVID pandemic in 2022.</p> <p>The PRC government however has shown its support by introducing some stimulus measures for the property market. In the meantime, we continue to monitor and control our costs closely and focus on selling our existing property projects.</p> <p>We also take a prudent approach by not committing to any new projects for the time being to conserve cashflow and await new opportunities.</p>
	Comments added by the Chairman:	<p>I would like to share some lights on the losses incurred by the Group for FY2023.</p> <p>The losses were attributable to:</p> <ul style="list-style-type: none"> ▪ fair value adjustments on investment properties as reflected on page 88 of the Company's AR; ▪ higher financial costs and ▪ tax expenses in the PRC (see note 9 in the Company's financial statements) <p>From cashflow perspective on pages 94 to 95 of the Company's AR, there was net cash generated from operating activities of RMB73,858,000 despite the challenges faced by the Group.</p> <p>The Group maintains certain discipline in conserving cash and making payment on time.</p> <p>Net cash generated from investing activities amounted to RMB10,498,000.</p> <p>Net cash generated from financing activities amounted to negative RMB75,342, mainly attributable to repayment of cash during the year.</p>
15.	Question:	On page 89 of the Company's AR, net assets amounted to RMB677,102,000. Using this figure and divided by the number of issued shares, a NAV of RMB9.75 was derived. Why is this NAV different from the NAV reflected on page 4 of the Company's AR? The NAV on page 4 was reflected as RMB6.87.
	Answer by the CFO:	We have excluded the controlling interest when calculating the NAV on page 4. The actual NAV is RMB4.76 which is the equity attributable to owners of the Company.

RESOLUTION ON SHARE ISSUE MANDATE

16.	Question:	Why not you issue us a general offer and let us exit?
	Answer by Mr Chong:	The general offer is not to be initiated by the Board but by the relevant shareholder(s) when certain thresholds in the Takeover Code are triggered. Once he or she triggers the requisite threshold under the Takeover Code, he or she would need to make a general offer. This is not something within the Board's control.