



CHIWAYLAND INTERNATIONAL LIMITED

CHIWAYLAND INTERNATIONAL LIMITED

(Company Registration Number: 200610437K)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of CHIWAYLAND INTERNATIONAL LIMITED (the “**Company**”) will be held at Meeting Rooms 309 & 310, Suntec Singapore, Convention & Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593 on 7 November 2016 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

AS ORDINARY RESOLUTIONS

(1) THE PROPOSED GEOGRAPHICAL EXPANSION OF THE GROUP'S REAL ESTATE BUSINESS TO THE NORTH AMERICA, WESTERN EUROPE AND ASIA REGIONS (THE “NEW TERRITORIES”)

That:

- (a) approval be and is hereby given for the Proposed Expansion which includes, *inter alia*, property development activities, acquiring and holding investments in Property Related Assets and development of Property Related Assets, and trade in properties including buying and selling of Property Related Assets in the New Territories;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire, or sell or dispose of any such assets, investments, shares or equity interests in any entity, company or corporation that is involved in Property Related Assets which includes, *inter alia*, property development activities, acquiring and development of Property Related Assets, and trading in properties including buying and selling of Property Related Assets in the New Territories; and is within the scope of the Proposed Expansion on such terms and conditions as the Directors deem fit from time to time, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such to any such investment, purchase, acquisition, sale or disposal; and
- (c) the directors of the Company or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

(2) THE PROPOSED SHARE BUYBACK MANDATE

That:

- (a) for the purposes of the Listing Manual and the Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act; and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);
- (b) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next annual general meeting of the Company (“**AGM**”) is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked;
- (c) in this Resolution:

“**Maximum Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered. Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit;

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, and is deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

(3) THE PROPOSED DIRECTORS' FEES FOR FY2015

That the payment of an aggregate amount of S\$179,131.85 as Directors' fees for FY2015 to the Independent Directors be approved.

(4) THE PROPOSED DIRECTORS' FEES FOR FY2016

That the payment of an aggregate amount of up to S\$165,434.93 quarterly in arrears as Directors' fees for FY2016 to the Independent Directors, based on the assumption that the Company will have three (3) Independent Directors on the Board and there is no change to the current rate of Directors' fees, be approved.

(5) THE PROPOSED DIRECTORS' FEES FOR THE FIRST QUARTER OF FY2017

That the payment of an aggregate amount of up to S\$49,750 quarterly in arrears as Directors' fees for the first quarter of FY2017 to the Independent Directors, based on the assumption that the Company will have three (3) Independent Directors on the Board and there is no change to the current rate of Directors' fees, be approved.

AS SPECIAL RESOLUTION

(6) THE PROPOSED CHANGE OF NAME TO “CWG INTERNATIONAL LTD.”

That:

- (a) the name of the Company be changed from “Chiwayland International Limited” to “CWG International Ltd.” and that the name “CWG International Ltd.” be substituted for “Chiwayland International Limited” whenever the latter name appears in the Constitution of the Company; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this Special Resolution as they or he may deem fit.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 14 October 2016 (including supplements and modifications thereto).

By Order of the Board

CHIWAYLAND INTERNATIONAL LIMITED

QIAN JIANRONG

Executive Chairman and Chief Executive Officer

14 October 2016

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company (“**EGM**”) may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are shareholders of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 6 Eu Tong Sen Street, #04-08, The Central, Singapore 059817 not later than 48 hours before the time appointed for the holding of the EGM.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- (6) Terms which are not defined herein shall have the same meanings ascribed to them in the shareholders' circular dated 14 October 2016 (“**Circular**”).

Personal Data Privacy:

“Personal data” in this Notice of EGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes your name and your proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Your personal data and your proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.