

APPENDIX DATED 8 DECEMBER 2020

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt about the contents of this Appendix or the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or any other professional adviser immediately.**

Unless otherwise stated, capitalised terms appearing on the cover of this Appendix have the same meanings as defined herein.

This Appendix is circulated to Shareholders together with the Annual Report. Its purpose is to provide Shareholders with relevant information relating to, and seek Shareholders' approval for, the Proposed Change of Company Name to be tabled at the AGM of the Company to be held by way of electronic means on 30 December 2020 at 3.00 p.m. or any adjournment thereof. The Notice of AGM and the proxy form are enclosed with the Annual Report.

If you have sold or transferred all your issued and fully paid-up ordinary shares in the capital of China Real Estate Grp Ltd. (the "**Company**") represented by physical share certificate(s), you should immediately forward this Appendix, together with the Annual Report and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

This Appendix has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**").

This Appendix has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

The contact person for the Sponsor is Mr. Ng Joo Khin, Telephone Number: 6389 3000 or email: [jookhin.ng@morganlewis.com](mailto:jookhin.ng@morganlewis.com).

In line with the provisions under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Alternative Arrangements**"), a printed copy of this Appendix will not be despatched to Shareholders. Instead, this Appendix has been made available on SGXNET and the Company's website and may be accessed at the URL: <http://www.chinarealestategroup.com/>

Pursuant to the Alternative Arrangements Order, Shareholders will not be able to attend the AGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate in the AGM by (a) watching or listening to the AGM proceedings via a "live" webcast, (b) submitting questions in advance of the AGM, and/or (c) voting by proxy at the AGM. For further information, please refer to the Notice of AGM which has been uploaded on SGXNET together with this Appendix, including the steps to be taken by Shareholders to participate at the AGM.



**CHINA REAL ESTATE GRP LTD.**

**中国房地产集团有限公司**

(Company Registration No. 200609901H)  
(Incorporated in the Republic of Singapore)

**APPENDIX IN RELATION TO THE PROPOSED CHANGE OF NAME  
OF THE COMPANY TO ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED**

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout the Appendix:

<b>“2018 Deed Poll A”</b>	:	The deed poll dated 29 December 2017 entered into by the Company
<b>“2018 Deed Poll B”</b>	:	The deed poll dated 27 June 2018 entered into by the Company
<b>“2018 Warrants A”</b>	:	The warrants in registered form issued by the Company on 31 January 2018 on the terms and conditions set out in 2018 Deed Poll A and expiring on 30 January 2023
<b>“2018 Warrants B”</b>	:	The warrants in registered form issued by the Company on 27 July 2018 on the terms and conditions set out in 2018 Deed Poll B and expiring on 26 July 2023
<b>“ACRA”</b>	:	Accounting and Corporate Regulatory Authority of Singapore
<b>“Act”</b>	:	The Companies Act, Chapter 50 of Singapore, as amended, modified or supplemented from time to time
<b>“AGM”</b>	:	Annual general meeting of the Company to be held by electronic means on 30 December 2020 at 3.00 p.m. (or any adjournment thereof).
<b>“Annual Report”</b>	:	The Group’s annual report for the financial year ended 30 June 2020
<b>“Appendix”</b>	:	This Appendix to Shareholders dated 8 December 2020 in relation to the Proposed Change of Company Name
<b>“Board” or “Directors”</b>	:	The board of directors of the Company as at the date of this Appendix
<b>“Catalist”</b>	:	The sponsor-supervised listing platform of the SGX-ST
<b>“Catalist Rules”</b>	:	Section B: Rules of Catalist of the Listing Manual, as may be amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Company”</b>	:	China Real Estate Grp Ltd.
<b>“Constitution”</b>	:	The constitution of the Company, as amended or modified from time to time
<b>“FY”</b>	:	The financial year of the Company ended or ending 30 June (as the case may be).
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Latest Practicable Date”</b>	:	20 November 2020, being the latest practicable date prior to the printing of this Appendix

<b>"Notice of AGM"</b>	:	The notice of AGM dated 8 December 2020 attached to the Annual Report
<b>"Proposed Change of Company Name"</b>	:	The proposed change of the name of the Company from "China Real Estate Grp Ltd." to "Asia-Pacific Strategic Investments Limited"
<b>"Securities Account"</b>	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
<b>"SFA"</b>	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time
<b>"SGX-ST"</b>	:	Singapore Exchange Securities Trading Limited
<b>"Shareholders"</b>	:	Registered holders of Shares in the register of members of the Company, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
<b>"Shares"</b>	:	Ordinary shares in the capital of the Company
<b>"Sponsor"</b>	:	Stamford Corporate Services Pte. Ltd.
<b>"Substantial Shareholder"</b>	:	A person who has an interest (directly or indirectly) of 5% or more of the total issued Shares (excluding treasury shares)

#### **Currencies, Units and Others**

<b>"%" or "per cent."</b>	:	Percentage or per centum
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The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the respective meanings ascribed to them in Section 81SF of the SFA.

The terms "**subsidiary**" and "**treasury shares**" have the meanings ascribed to them in the Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA or the Catalist Rules or any statutory modification thereof and used in this Appendix shall have the meaning assigned to it under the Act, the SFA or the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day and date in this Appendix is made by reference to Singapore time and date respectively, unless otherwise stated. The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

Any discrepancies in the table included in this Appendix between the listed amounts and the totals are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them.

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## LETTER TO SHAREHOLDERS

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**CHINA REAL ESTATE GRP LTD.**  
**中国房地产集团有限公司**  
(Company Registration No. 200609901H)  
(Incorporated in the Republic of Singapore)

**Directors:**

Dato' Dr Choo Yeow Ming (Chairman and Chief Executive Officer)  
Lum Moy Foong (Non-Executive Director)  
Dr Lam Lee G (Lead Independent Director)  
Chew Soo Lin (Independent Director)  
Lien Kait Long (Independent Director)

**Registered Office:**

8 Robinson Road  
#03-00, ASO Building  
Singapore 048544

8 December 2020

To: The Shareholders of China Real Estate Grp Ltd.

Dear Sir/Madam,

**THE PROPOSED CHANGE OF NAME OF THE COMPANY TO ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED**

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**1. INTRODUCTION**

- 1.1. The Directors wish to refer to (i) the Notice of AGM dated 8 December 2020 accompanying the Company's Annual Report convening the AGM to be held by electronic means on 30 December 2020 at 3.00 p.m. (or any adjournment thereof) and (ii) Resolution 8 in the Notice of AGM being the special resolution for the Proposed Change of Company Name.
- 1.2. The Proposed Change of Company Name is subject to approval of the Shareholders and will be tabled as a special resolution at the AGM.
- 1.3. The purpose of this Appendix is to provide Shareholders with relevant information relating to the Proposed Change of Company Name, and to seek the approval of Shareholders for the Proposed Change of Company Name at the AGM.
- 1.4. This Appendix has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the accuracy or correctness of any statements or opinions made or reports contained in this Appendix.
- 1.5. This Appendix has been reviewed by the Sponsor.

**2. THE PROPOSED CHANGE OF COMPANY NAME**

**2.1. Rationale**

The Company had previously changed its company name from "Asia-Pacific Strategic Investments Limited" to "China Real Estate Grp Ltd." with effect from 3 August 2018. The previous change of company name was approved by way of a special resolution passed by Shareholders at the extraordinary general meeting of the Company held on 21 June 2018. The rationale for the previous change of company name was to reflect the business activities of the Group at the time, which were that of property development and the holding of property related assets as an investment, and real estate agency, in the People's Republic of China.

Since then, the Company has updated its business strategy and intends to re-focus its real estate business activities and investments in the Asia Pacific region, not limited to the People's Republic of China. The Board is therefore of the view that the Proposed Change of Company Name from "China Real Estate Grp Ltd." back to "Asia-Pacific Strategic Investments Limited" better reflects and is in line with the Company's current business strategy, which is property development and the holding of property related assets as an investment in the Asia Pacific region. The Proposed Change of Company Name will also allow the public and the Company's business partners to better identify and recognize the Company and the Group under the original name.

The Proposed Change of Company Name will not affect any of the Shareholders' rights or the Company's legal status, business operations and financial position, and the existing Shares will continue to be traded on the SGX-ST.

## 2.2. **Approvals**

An application was made to ACRA to reserve the name "Asia-Pacific Strategic Investments Limited". The application was approved on 17 October 2020 and the name has been reserved for 120 days until 14 February 2021.

Upon receipt of Shareholders' approval for the Proposed Change of Company Name, the Company shall adopt "Asia-Pacific Strategic Investments Limited" as its new name with effect from the registration of such name with ACRA, and the name "Asia-Pacific Strategic Investments Limited" shall replace all references to "China Real Estate Grp Ltd." wherever it appears in the Company's Constitution. Apart from the substitution of the Company's name as aforesaid, there will be no other amendments made to the Company's Constitution.

The Company will make an announcement once the company name of "Asia-Pacific Strategic Investments Limited" takes effect.

## 2.3. **Existing Share Certificates**

Shareholders should note that notwithstanding the Change of Company Name, the Company will not recall existing share certificates in respect of the Company's shares, which will continue to be *prima facie* evidence of legal title. No further action is required on the part of Shareholders in respect of their existing share certificates.

## 3. **INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

3.1. Save as disclosed in this Appendix, none of the Directors or Substantial Shareholders of the Company (other than in their capacity as directors or shareholders of the Company) has any interest, direct or indirect, in the Proposed Change of Company Name.

### 3.2. **Interests in Shares**

As at the Latest Practicable Date, the interests of the Directors in the issued and paid-up share capital of the Company as recorded in the Register of Directors' Shareholdings maintained pursuant to Section 164 of the Act and the interests of the Substantial Shareholders in the issued and paid-up capital of the Company as recorded in the Register of Substantial Shareholder(s) maintained pursuant to Section 88 of the Act are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Directors</b>				
Dato' Dr Choo Yeow Ming <sup>(2)(3)</sup>	824,969,332	4.63	352,479,500	1.98
Lum Moy Foong	-	-	-	-
Dr Lam Lee G.	-	-	-	-
Chew Soo Lin	32,400,036	0.18	-	-
Lien Kait Long	34,501,500	0.19	-	-
<b>Substantial Shareholder(s) other than Directors</b>				
Oei Hong Leong	6,374,454,821	35.76	-	-
Toh Soon Huat	1,421,805,700	7.98	-	-
Hung Ying-Zhen @ Amy Ying-Fen Hung	954,300,000	5.35	-	-

**Notes:**

- (1) The percentage of Shares is computed based on 17,825,747,028 Shares, being the total number of issued voting shares of the Company (excluding treasury shares) as at the Latest Practicable Date.
- (2) Dato' Dr Choo Yeow Ming's direct interest of 762,059,332 Shares are held through nominees.
- (3) Dato' Dr Choo Yeow Ming is deemed interested in Shares held by his spouse. By virtue of section 7 of the Act, he is also deemed to have an interest in Shares held by Summers Overseas Limited and Orient Achieve Limited. These deemed interests are held through nominees.

### 3.3. Interests in Warrants

As at the Latest Practicable Date, based on the information in the warrant registers and the depository registers maintained by the warrant agent and by the CDP respectively pursuant to the terms and conditions of the existing warrants of the Company, the interests of the Directors and holders of more than 5.0% of the existing warrants of the Company are as follows

#### 2018 Warrants A

	Direct Interest		Deemed Interest	
	Number of 2018 Warrants A	% <sup>(1)</sup>	Number of 2018 Warrants A	% <sup>(1)</sup>
<b>Directors</b>				
Dato' Dr Choo Yeow Ming	-	-	-	-
Lum Moy Foong	-	-	-	-
Dr Lam Lee G	-	-	-	-
Chew Soo Lin	9,257,040	0.09	-	-
Lien Kait Long	14,142,700	0.14	-	-
<b>Holders of 2018 Warrants A</b>				
Oei Hong Leong	5,228,472,227	52.24	-	-

**Note:**

- (1) The percentage interest is based on the existing 10,008,570,063 2018 Warrants A as at the Latest Practicable Date.

## 2018 Warrants B

	Direct Interest		Deemed Interest	
	Number of 2018 Warrants B	% <sup>(1)</sup>	Number of 2018 Warrants B	% <sup>(1)</sup>
<b>Directors</b>				
Dato' Dr Choo Yeow Ming	-	-	-	-
Lum Moy Foong	-	-	-	-
Dr Lam Lee G	-	-	-	-
Chew Soo Lin	21,600,000	0.35	-	-
Lien Kait Long	23,001,000	0.37	-	-
<b>Holders of 2018 Warrants B</b>				
Oei Hong Leong	2,197,820,126	35.77	-	-
Phillip Securities Pte Ltd	1,109,143,200	18.05	-	-
Hung Ying-Zhen @ Amy Ying-Fen Hung	900,000,000	14.65	-	-

### **Note:**

- (1) The percentage interest is based on the existing 6,145,168,199 2018 Warrants B as at the Latest Practicable Date.

## **4. DIRECTORS' RECOMMENDATION**

### **4.1. Proposed Change of Company Name**

Having considered the rationale for the Proposed Change of Company Name, the Directors are of the opinion that the Proposed Change of Company Name is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 8, being the special resolution relating to the Proposed Change of Company Name, as set out in the Notice of AGM.

### **4.2. Note to Shareholders**

Shareholders, in deciding whether to vote in favour of the Proposed Change of Company Name, should read carefully the rationale for the Proposed Change of Company Name. In giving the above recommendations, the Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As Shareholders would have different investment objectives, the Directors recommend that any Shareholder who may require specific advice in relation to his or her specific investment objectives or portfolio should consult his or her stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.

## **5. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix, and confirm after making all reasonable enquires that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Change of Company Name and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Appendix in its proper form and context.



**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company during normal business hours from the date of this Appendix to the time and date of the AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company.

Yours faithfully

For and on behalf of  
the Board of Directors of  
**CHINA REAL ESTATE GRP LTD.**

Dato' Dr Choo Yeow Ming  
Chairman and Chief Executive Officer