



China Real Estate Grp Ltd.

中国房地产集团有限公司

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of the Company will be held at Antica 1, Level 2, Orchard Rendezvous Hotel, 111 Robinson Road, Singapore 247905 on Monday, 29 October 2018 at 11.00 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2018 together with the Auditor's Report thereon. **Resolution 1**
2. To re-elect Dr Lam Lee G., a Director retiring pursuant to Article 91 of the Company's Constitution. [See Explanatory Note 1] **Resolution 2**
3. To re-elect Mr Lee Keng Mun, a Director retiring pursuant to Article 91 of the Company's Constitution. [See Explanatory Note 2] **Resolution 3**
4. To re-elect Mr Zhang Wenqing, a Director retiring pursuant to Article 97 of the Company's Constitution. [See Explanatory Note 3] **Resolution 4**
5. To re-elect Ms Lum Moy Foong, a Director retiring pursuant to Article 97 of the Company's Constitution. [See Explanatory Note 4] **Resolution 5**
6. To re-elect Mr Lien Kait Long, a Director retiring pursuant to Article 97 of the Company's Constitution. [See Explanatory Note 5] **Resolution 6**
7. To approve payment of additional Directors' Fees of S\$27,180 to the Directors who were appointed during the financial year ended 30 June 2018. **Resolution 7**
8. To approve payment of Directors' Fees of S\$328,110 for the financial year ending 30 June 2019, payment to be made quarterly in arrears. **Resolution 8**
9. To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company for the financial year ending 30 June 2019 and to authorise the Directors to fix their remuneration. **Resolution 9**

As Special Business

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution.

10. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to allot and issue shares whether by way of rights, bonus or otherwise and make or grant offers, agreements or options (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, from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 the existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 percentage of issued share capital shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments; (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution provided the share options or vesting of share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; 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 Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (d) unless previously revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or on the date by which the next AGM is required by law to be held, whichever is earlier.
[See Explanatory Note 6] **Resolution 10**

11. To transact any other business that may properly be transacted at an AGM.

By Order of the Board

Yap Wai Ming

Company Secretary

Singapore, 12 October 2018

Explanatory Notes

(1) Resolution 2

Mr Lam Lee G. will, upon re-election as a Director of the Company, remain as a Lead Independent Director, Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. Dr Lam Lee G. is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalyst Rules.

(2) Resolution 3

Mr Lee Keng Mun will, upon re-election as a Director of the Company, remain as an Executive Director and Chief Operating Officer of the Company.

(3) Resolution 4

Mr Zhang Wenqing will, upon re-election as a Director of the Company, remain as a Non-Executive Director of the Company.

(4) Resolution 5

Ms Lum Moy Foong will, upon re-election as a Director of the Company, remain as a Non-Executive Director of the Company.

(5) Resolution 6

Mr Lien Kait Long will, upon re-election as a Director of the Company, remain as an Independent Director of the Company. Mr Lien Kait Long is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalyst Rules.

(6) Resolution 10

The Resolution 10 if passed, will empower the Directors to issue shares and/or Instruments (as defined above) in the capital of the Company. The aggregate number of shares to be issued pursuant to Resolution 10 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company with a sub-limit of 50% for shares issued other than on a pro-rata basis to shareholders (including shares to be issued in pursuance of Instruments made or granted pursuant to the said Resolution). For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued share capital will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments; (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. A member of the Company entitled to attend and vote at the AGM of the Company is entitled to appoint not more than two proxies to attend in his stead. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
2. Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member who is a Relevant Intermediary is entitled to appoint one or more proxies to attend and vote at the AGM. A Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy must be deposited at the Office of the Share Registrar of the Company, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building Singapore 048544 not less than 48 hours before the time appointed for holding of the AGM. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding of the AGM as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxies lists, minutes and other documents relating to the Annual General Meeting (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 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this notice.

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

The contact person for the Sponsor is Mr. Ng Joo Khin.

Telephone number: 6389 3000 Email: jookhin.ng@morganlewis.com