



# CHINA YUANBANG PROPERTY HOLDINGS LIMITED

(Company Registration Number: 39247)  
(Incorporated in Bermuda on 4 December 2006)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CHINA YUANBANG PROPERTY HOLDINGS LIMITED (the "Company") will be held at Room 303, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 24 October 2014 at 11.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of RMB0.01 per share (tax not applicable) for the financial year ended 30 June 2014 (FY2013: RMB0.02 per share). **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Bye-law 85(6) or 86(1) (as the case may be) of the Company's Bye-laws:
 

Mr Zheng Shaorong	(Retiring under Bye-law 85(6))	<b>(Resolution 3)</b>
Mr Chen Jianfeng	(Retiring under Bye-law 86(1))	<b>(Resolution 4)</b>
Mr Huang Zhanxin	(Retiring under Bye-law 86(1))	<b>(Resolution 5)</b>
Mr Kuik See Juan	(Retiring under Bye-law 86(1))	<b>(Resolution 6)</b>

Mr Chen Jianfeng will, upon re-election as a Director of the Company, remain as Chairman of the Share Option Scheme Committee and as a member of the Nominating Committee.

Mr Huang Zhanxin will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee, and as a member of the Audit Committee, Nominating Committee and Share Option Scheme Committee. Mr Huang will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Kuik See Juan will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee, and as a member of the Nominating Committee, Remuneration Committee and Share Option Scheme Committee. Mr Kuik will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the payment of Directors' fees of S\$135,000 for the financial year ending 30 June 2015, to be paid half-yearly in arrears. (FY2014: S\$125,000). **(Resolution 7)**
- To re-appoint BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore to act jointly and severally as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

#### 7. SHARE ISSUE MANDATE

That pursuant to Rule 806 of the Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("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) 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:

- the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) 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);
- 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) shall be based on the total number of issued Shares (excluding treasury shares) as at the date of the passing of this Resolution, after adjusting for:
  - new Shares arising from the conversion or exercise of convertible securities;
  - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
  - any subsequent bonus issue, consolidation or subdivision of Shares; and
- such authority shall, unless revoked or varied by the Company in general meeting, 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.  
See Explanatory Note (i) **(Resolution 9)**

#### 8. AUTHORITY TO OFFER AND GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER THE CHINA YUANBANG SHARE OPTION SCHEME

That, the Directors be authorised and empowered to:

- offer and grant options from time to time to selected Executive and Non-Executive directors and employees of the Company and its subsidiaries in accordance with the terms and conditions of the China Yuanbang Share Option Scheme (the "Scheme"); and
- allot and issue Shares to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Scheme upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares) from time to time.  
See Explanatory Note (ii) **(Resolution 10)**

#### 9. RENEWAL OF SHARE BUYBACK MANDATE

That:

- the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares in the share capital of the Company which are fully paid up not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - market purchases (each a "Market Purchase") on the SGX-ST or any other securities exchange on which the Shares may for the time being be listed and quoted; and/or
  - off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST or any other securities exchange on which the Shares may for the time being be listed and quoted in accordance with any equal access scheme as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act (Chapter 50 of Singapore), the Listing Manual, the Companies Act 1981 of Bermuda, and the Memorandum of Association and Bye-laws of the Company, and otherwise in accordance with all other laws and regulations of Singapore and Bermuda and the rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
- 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 passing of this Resolution and expiring on the earliest of:
  - the conclusion of the annual general meeting of the Company following the passing of this Resolution or the date by which such annual general meeting is required to be held;
  - the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; and
  - the date on which the authority contained in the Share Buyback Mandate is revoked or varied by ordinary resolution of the Company in general meeting;
- in this Resolution:
 

"Prescribed Limit" means ten per cent. (10%) of the total number of issued Shares as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

  - in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price; and
  - in the case of an Off-Market Purchase, one hundred and twenty per cent. (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 (a "Market Day" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- the Directors 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 expedient or necessary to give effect to the transactions contemplated by this Resolution.  
See Explanatory Note (iii) **(Resolution 11)**

By Order of the Board

Chong Ching Hoi  
Company Secretary

8 October 2014

#### Explanatory Notes to Resolutions to be passed -

- The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which such Annual General Meeting is required to be held (whichever is earlier), to allot and issue Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to the Resolution) up to an amount not exceeding fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares), of which up to twenty per cent. (20%) may be issued other than on a *pro rata* basis.
- The Ordinary Resolution 10 proposed in item 8 above, if passed, will empower the Directors of the Company, to offer and grant options to selected Executive and Non-Executive Directors and employees of the Company and its subsidiaries under the Scheme and to allot and issue Shares of up to a number not exceeding in total fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares) from time to time pursuant to the exercise of the options under the Scheme.
- The Ordinary Resolution 11 proposed in item 9 above, if passed, will empower the Directors from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting or the date by which such Annual General Meeting is required to be held (whichever is earlier) to purchase or acquire Shares by way of Market Purchases or Off-Market Purchases of up to ten per cent. (10%) of the total number of issued Shares (excluding treasury shares) on the terms of the Share Buyback Mandate as set out in the Addendum, unless such purchase or acquisition of Shares has been carried out to the full extent mandated or such authority is earlier revoked or varied by the shareholders of the Company at a general meeting.

The Company intends to use internal resources and/or external borrowings to finance the Company's purchase or acquisition of Shares under the Share Buyback Mandate. The amount of financing required for the Company to purchase or acquire the Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, how the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. For illustrative purposes only, the financial effects of an assumed purchase or acquisition of 69,400,000 Shares by the Company, at a purchase price equivalent to the Maximum Price per Share, in the case of a Market Purchase and an Off-Market Purchase respectively, based on the audited financial statements of the Company and its subsidiaries for the financial year ended 30 June 2014 and certain assumptions, are set out in paragraph 2.5.3 of the Addendum.

#### Notes:

- A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50 of Singapore)) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If a Depositor wishes to appoint a proxy/proxies to attend the Annual General Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, at least forty-eight (48) hours before the time of the Annual General Meeting.
- If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.