



CHINA YUANBANG PROPERTY HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration Number: 39247)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**” or “**AGM**”) of CHINA YUANBANG PROPERTY HOLDINGS LIMITED (the “**Company**”) will be held at The Pavilion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue, Level 13 Keppel Bay Tower, Singapore 098632 on Monday, 30 October 2023 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Auditors’ Report thereon.

(Resolution 1)
2. To re-elect the following Directors of the Company pursuant to the following Company’s Bye-laws:
 - (i) Mr Chong Eng Wee (Retiring under Bye-law 85(6)) **(Resolution 2)**
 - (ii) Mr Xia Weichang (Retiring under Bye-law 86(1)) **(Resolution 3)**
 - (iii) Mdm Lin Yeju (Retiring under Bye-law 86(1)) **(Resolution 4)**
 - *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 the Remuneration Committee respectively. Mr Chong will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). Detailed information on Mr Chong required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.*
 - *Mr Xia will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee respectively. Mr Xia will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr Xia required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.*
 - *Detailed information on Mdm Lin pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.*
3. To approve the payment of Directors’ fees of S\$100,000/- for the financial year ending 30 June 2024, to be paid half-yearly in arrears. (FY2023: S\$100,000/-).

(Resolution 5)
4. To re-appoint Moore Stephens LLP, Public Accountants and Chartered Accountants, Singapore as the Company’s Auditors and to authorise the Directors to fix their remuneration.

(Resolution 6)
5. To transact any other ordinary business which may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. SHARE ISSUE MANDATE

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.

See Explanatory Note (i)

(Resolution 7)

By Order of the Board

Huang Tak Wai
Company Secretary

13 October 2023

Explanatory Notes to Resolution to be passed –

- (i) The Ordinary Resolution 7 proposed in item 6 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 by law or the Bye-Laws to be held or such authority is varied or revoked by the Company in a general meeting, 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 a number not exceeding fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of Company, of which up to twenty per cent. (20%) may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed, any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

Format of Meeting

1. The Annual General Meeting (the “**Meeting**” or “**AGM**”) will be held in a wholly physical format at The Pavilion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue, Level 13 Keppel Bay Tower, Singapore 09863. **There will be no option for shareholders to participate virtually.** This Notice of AGM is also made available on the Company’s website at the URL <http://www.yuanbang.com/fujihang/fulinvest?showType=1>. and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

Appointment of Proxy(ies)

1. A Member, including member being a Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), is entitled to appoint proxy/proxies to attend and vote in his/her/its stead. A proxy/proxies need not be a member of the Company.

If a Member/Depositor wishes appoint a proxy/proxies to attend the Meeting, then he/she/it should complete the Proxy Form or Depositor Proxy Form (as applicable) (collectively, the “**Proxy Form**”) and deposit the duly completed Proxy Form at the Singapore Share Transfer Agent, B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896 or sent by email to main@zicoholdings.com at least forty-eight (48) hours before the time of the Meeting.

Members are strongly encouraged to submit completed Proxy Form electronically via email.

2. If the Member/Depositor is a corporation, the instrument appointing proxy/proxies must be executed under seal or the hand of its duly authorised officer or attorney.

Voting by proxy

1. Members/Depositors who wish to vote on any or all of the resolutions at the AGM may appoint a proxy/proxies to do so on their behalf, indicating how the Member/Depositor wishes to vote for or vote against or abstain from voting on each resolution.
2. The duly executed Proxy Form must be deposited at the office of the **Singapore Share Transfer Agent at B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896** or sent by email to main@zicoholdings.com not less than forty-eight (48) hours before the time appointed for the holding of the AGM.
3. SRS investors who wish to appoint a proxy/proxies should approach their respective SRS Operators to submit their votes by **at least seven (7) working days before the AGM (i.e. by 3.00 p.m. on 18 October 2023) in order to allow sufficient time for their respective relevant intermediaries to submit their votes by the cut-off date.**

Submission of questions prior to the AGM

1. Members/Depositors may submit questions relating to the resolutions to be tabled at the AGM in advance of the AGM by 5.00 p.m. on 23 October 2023 by post or by email as below:
 - (i) by post to the Singapore Share Transfer Agent, B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
 - (ii) by email IR@yuanbang.com
2. Members/Depositors, including SRS investors, who submit questions via email to the Company are required to provide the following information:
 - (1) his/her/its full name;
 - (2) his/her/its address; and
 - (3) the manner in which his/her/its shares in the Company are held (e.g., via CDP or SRS), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.
3. The Company will address relevant and substantial questions (as may be determined by the Company in its sole discretion) received either before or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the minutes of the AGM on SGXNet and the Company’s website within one month after the date of AGM.

Important reminder

Members/Depositors are advised to regularly check the Company’s announcements released on SGXNet for updates on the AGM.

Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) and/or representative to vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice, a Member/Depositor of the Company consents to the collection, use and disclosure of the Member’s/Depositor’s personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing a proxy(ies) for the AGM (including any adjournment thereof);

- (ii) addressing relevant and substantial questions from Members/Depositors received in advance of the AGM and if necessary, following up with the relevant Members/Depositors in relation to such questions;
- (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.