



汎港控股
PAN HONG HOLDINGS

PAN HONG HOLDINGS GROUP LIMITED

(Incorporated in Bermuda on 20 December 2005)
(Company Registration Number: 37749)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING (the “**SGM**”) of Pan Hong Holdings Group Limited (the “**Company**”) will be held at Frankel Room, Level 3, Grand Mercure Singapore Roxy, 50 East Coast Road, Roxy Square, Singapore 428769 on 5 February 2020 at 10 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out below.

*All references to the Circular in this Notice of Special General Meeting (the “**Notice of SGM**”) shall mean the Company’s Circular to Shareholders dated 20 January 2020 (the “**Circular**”). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.*

AS ORDINARY RESOLUTION

RESOLUTION 1 – THE PROPOSED RMB150 MILLION REVOLVING LOAN FACILITY TO HANGZHOU GANGLIAN REAL ESTATE COMPANY LIMITED, WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER THE LISTING MANUAL

That:

- (a) for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Chapter 9**”):
 - (i) the entry by Huzhou Pan Hong Runhe Property Development Limited, a wholly-owned subsidiary of the Company, into the Loan Agreement with Hangzhou Ganglian Real Estate Company Limited, a subsidiary of Sino Harbour Holdings Group Limited, and into any document or transaction in relation to or in connection with the Proposed Loan Facility, and
 - (ii) from time to time, the disbursement of Loan(s) by the said Huzhou Pan Hong Runhe Property Development Limited to the said Hangzhou Ganglian Real Estate Company Limited in accordance with the terms of the Loan Agreement pursuant to the Proposed Loan Facility,

where the entry into the Loan Agreement, the extension of the Proposed Loan Facility and the disbursement of the Loan(s) constitute interested person transactions under Chapter 9, be and are hereby approved; and

- (b) the Directors of the Company and each of them be and are hereby authorised to do all acts and things as they may in their discretion deem necessary, desirable or expedient in the interests of the Company to give effect to the Loan Agreement, the Proposed Loan Facility, the Loan(s), the Ordinary Resolution set out in this Notice of SGM and the transactions contemplated by the Proposed Loan Facility and/or authorised by the Ordinary Resolution set out in this Notice of SGM.

BY ORDER OF THE BOARD

Sim Wee Leong
Lead Independent Director

Singapore
20 January 2020

Notes:

- (1) A member of the Company (other than CDP) who is entitled to attend and vote at the special general meeting of the Company (the “**SGM**”) is entitled to appoint not more than two proxies to attend and vote in his/her stead. A member who wishes to appoint a proxy to attend and vote on his behalf thereat should complete, sign and return the attached Member Proxy Form in accordance with the instructions printed thereon. A proxy need not be a member of the Company.
- (2) A Depositor who is an individual and whose name appears in the Depository Register as maintained by CDP at a time not earlier than forty-eight (48) hours prior to the time fixed for the holding of the SGM and who is unable to attend the SGM personally and wishes to nominate a person to attend and vote on his behalf thereat as CDP’s proxy and Depositors which are not individuals, should complete, sign and return the attached Depositor Proxy Form in accordance with the instructions printed thereon. An individual Depositor that has nominated a person to attend and vote at the SGM on his behalf as CDP’s proxy may attend and vote in person as CDP’s proxy at the SGM if he so wishes.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be, (i) consents to the collection, use and disclosure of the member or Depositor’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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special 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 or a Depositor discloses the personal data of the member or Depositor’s proxy(ies) and/or representative(s) to the Company (or its agents), the member or Depositor 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, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or Depositor’s breach of warranty.