

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt** as to any aspect of this circular (the “**Circular**”) or as to the course of action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser immediately.

**If you have sold or transferred** all your ordinary shares in China New Town Development Company Limited (the “**Company**”), you should immediately forward this Circular and the enclosed Notice of Annual General Meeting and the attached form of proxy to the purchaser or transferee or to the licensed securities dealer, registered institution in securities, bank or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

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**CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED**

**中國新城鎮發展有限公司**

*(Incorporated as a business company limited by shares under the laws of the British Virgin Islands)*

**(Company Registration Number: 1003373)**

**(Stock Code: 1278)**

**PROPOSALS FOR**

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
- (2) GRANT OF THE SHARE BUY-BACK MANDATE;**
- (3) GRANT OF THE SHARE ISSUE MANDATE; AND**
- (4) AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES;**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the cover and cover inside page shall have the same respective meanings as those defined in the section headed “Definitions” of this Circular.

The notice convening the AGM to be held at Mission Room, 4/F, Hilton Shenzhen Futian, Tower B, Great China International Finance Centre, 1003 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 23 June 2017 at 2:00 p.m. is set out on pages 36 to 41 of this Circular. Shareholders who are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on their behalf are requested to complete and return the form of proxy accompanying the Circular in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or its adjournment. Completion and return of the form of proxy shall not preclude you from subsequently attending and voting in person at the AGM or its adjournment should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

28 April 2017

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## DEFINITIONS

*For the purposes of this Circular, the following definitions apply throughout where the context admits unless otherwise stated:*

“2016 AGM”	the annual general meeting of the Company held on 29 April 2016
“AGM”	the annual general meeting of the Company to be held on Friday, 23 June 2017 at 2:00 p.m. at Mission Room, 4/F, Hilton Shenzhen Futian, Tower B, Great China International Finance Centre, 1003 Shennan Road, Futian District, Shenzhen, the PRC, notice of which is set out on pages 36 to 41 of this Circular
“AGM Notice”	the notice for convening the AGM set out in pages 36 to 41 of this Circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time.
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“BVI Act”	the BVI Business Companies Act, 2004, as amended, supplemented or otherwise modified from time to time and includes the regulations made under the Act
“BVS”	book value per Share
“CDB”	China Development Bank Corporation, a state-owned strategic financial institution incorporated by the State Council of the PRC
“CDBC”	China Development Bank Capital Corporation Limited, a wholly-owned subsidiary of CDB
“CDBIH”	China Development Bank International Holdings Limited, a wholly-owned subsidiary of CDBC
“CEO”	chief executive officer of the Company
“Circular”	this circular dated 28 April 2017
“close associate(s)”	has the meaning ascribed thereto under the HK Listing Rules
“Co-Vice Chairman”	co-vice chairman of the Board

## DEFINITIONS

“Company”	China New Town Development Company Limited, a company incorporated in the BVI with limited liability, the shares of which are listed on the SEHK
“controlling shareholder(s)”	has the meaning ascribed thereto under the HK Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the HK Listing Rules
“Directors”	the directors of the Company for the time being
“EPS”	earnings per Share
“Group”	the Company and its subsidiaries
“HK Listing Rules”	the Rules Governing the Listing of Securities on the SEHK, as amended, supplemented or otherwise modified from time to time
“HK Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administrated by the Securities and Futures Commission of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s) for the time being
“Latest Practicable Date”	the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular, being 24 April 2017
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China which, for the purpose of this Circular, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“ROE”	return on equity
“SEHK”	the Stock Exchange of Hong Kong Limited

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“SGX-ST Listing Manual”	Listing Manual of the SGX-ST
“Share Buy-back Mandate”	the general mandate to be granted by the Shareholders at the AGM to authorise the Directors to purchase, redeem or otherwise acquire Shares
“Share Issue Mandate”	the general mandate to be granted by the Shareholders at the AGM to authorise the Directors to allot, issue and deal with Shares
“Shareholder(s)”	the duly registered holder(s) of the Shares from time to time
“Shares”	ordinary shares of no par value of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per centum or percentage

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 the neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the SFO, the HK Listing Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the SFO, the HK Listing Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

Any discrepancy with the tables in this Circular between the listed amounts and the totals thereof is due to rounding.

*This document is in English and Chinese versions. Should there be any inconsistency between the Chinese and English versions, the English version shall prevail.*

LETTER FROM THE BOARD



**CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED**

**中國新城鎮發展有限公司**

*(Incorporated as a business company limited by shares under the laws of the British Virgin Islands)*

**(Company Registration Number: 1003373)**

**(Stock Code: 1278)**

*Executive Directors:*

*Mr. Liu Heqiang (Chief Executive Officer)*

*Ms. Yang Meiyu*

*Mr. Ren Xiaowei*

*Mr. Shi Janson Bing*

*Registered Office:*

2/F, Palm Grove House

P.O. Box 3340

Road Town, Tortola

British Virgin Islands

*Non-executive Directors:*

*Mr. Wei Wei (Chairman)*

*Mr. Zuo Kun (Vice Chairman)*

*Mr. Li Yao Min (Vice Chairman)*

*Mr. Xie Zhen*

*Headquarters and principal place  
of business in Hong Kong:*

Suites 4506–4509

Two International Finance Centre

No. 8 Finance Street, Central

Hong Kong

*INEDs:*

*Mr. Henry Tan Song Kok (Lead INED)*

*Mr. Kong Siu Chee*

*Mr. Zhang Hao*

*Mr. E Hock Yap*

Hong Kong, 28 April 2017

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GRANT OF THE SHARE BUY-BACK MANDATE;  
(3) GRANT OF THE SHARE ISSUE MANDATE; AND  
(4) AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this Circular is to provide you with further information on the resolutions to be proposed at the AGM to approve (i) the re-election of the retiring Directors; (ii) the grant of the Share Buy-back Mandate; (iii) the grant of the Share Issue Mandate; and (iv) the amendments to the Memorandum and the Articles subject to the HK Listing Rules and all applicable laws and regulations.

## LETTER FROM THE BOARD

### 2. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four executive Directors, namely Mr. Liu Heqiang, Ms. Yang Meiyu (“**Ms. Yang**”), Mr. Ren Xiaowei and Mr. Shi Janson Bing (“**Mr. Shi**”); four Non-executive Directors, namely Mr. Wei Wei (“**Mr. Wei**”), Mr. Zuo Kun, Mr. Li Yao Min (“**Mr. Li**”) and Mr. Xie Zhen; and four INEDs, namely Mr. Henry Tan Song Kok, Mr. Kong Siu Chee (“**Mr. Kong**”), Mr. Zhang Hao (“**Mr. Zhang**”) and Mr. E Hock Yap.

Pursuant to Article 86(1) of the Articles, Mr. Kong, Mr. Li, Ms. Yang and Mr. Zhang will retire from office by rotation and being eligible, have offered themselves for re-election at the AGM.

Pursuant to Article 85(7) of the Articles, Mr. Wei and Mr. Shi will retire from office and shall be eligible for re-election at the AGM.

Pursuant to the code provision set out in the paragraph A.4.3 of Appendix 14 to the HK Listing Rules, any further appointment of INED serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Kong is an INED serving on the Board for more than 9 years. However, he has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. The Directors noted the positive contributions of Mr. Kong to the development of the Company’s strategy and policies through independent, constructive and informed contributions supported by his skill, expertise and qualification and from his active participation at meetings. Mr. Kong had given his annual confirmation of his independence pursuant to Rule 3.13 of the HK Listing Rules to the Company and the nomination committee of the Board (the “**Nomination Committee**”) has assessed and reviewed each of the annual written confirmation of independence of the INEDs based on the independence criteria as set out in Rule 3.13 of the HK Listing Rules and confirmed that all the INEDs including Mr. Kong remain independent. Hence, the Board considers that the long services of Mr. Kong would not affect his exercise of independent judgment and therefore recommends Mr. Kong to be re-elected as an INED at the AGM.

The particulars required to be disclosed under the HK Listing Rules in relation to the retiring Directors proposed for re-election are set out in Appendix I to this Circular.

### 3. GRANT OF THE SHARE BUY-BACK MANDATE

The Company’s existing mandate to buy back Shares was approved by its then Shareholders at the 2016 AGM. Unless otherwise renewed, the existing mandate to buy back Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given the Share Buy-back Mandate. Under the Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing of the ordinary resolution in relation thereof. The Company’s authority is restricted to buy back the Shares on the market in accordance with the HK Listing Rules. The mandate allows the Company to buy back Shares only during the period ending on the earliest of (i) the date of the next annual general meeting of the Company following the

## **LETTER FROM THE BOARD**

passing of the ordinary resolution referred to herein; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the BVI; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

An explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Share Buy-back Mandate at the AGM in accordance with the HK Listing Rules is set out in Appendix II of this Circular.

#### **4. GRANT OF THE SHARE ISSUE MANDATE**

The Company's existing mandate to issue Shares was approved by its then Shareholders at the 2016 AGM. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will also be proposed that the Directors be given the Share Issue Mandate in order to ensure flexibility and discretion to the Directors to issue up to 1,945,249,283 new Shares, being the Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution (assuming that no further Share is issued, allotted or bought back by the Company after the Latest Practicable Date and prior to the AGM).

In addition, an ordinary resolution will also be proposed to extend the Share Issue Mandate by adding to it the number of such Shares to be bought back under the Share Buy-back Mandate.

#### **5. AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES**

Reference is made to an announcement of the Company dated 25 April 2017 regarding the proposed amendments to the Memorandum and the Articles.

As the Shares of the Company has been delisted from the SGX-ST with effect from 17 February 2017, the Company will not be required to comply with the SGX-ST Listing Manual. In view of such, the Board proposed to seek the approval of the proposed amendments to the Memorandum and the Articles from the Shareholders at the AGM by way of special resolution(s).

Details of the proposed amendments to the Memorandum and the Articles are set out in Appendix III to this Circular.



## LETTER FROM THE BOARD

### 6. AGM AND PROXY

- 6.1 A notice convening the AGM is set out in pages 36 to 41 of this Circular. At the AGM, resolutions will be proposed to approve, among other things, the re-election of the retiring directors, the grant of the Share Buy-back Mandate, the grant of the Share Issue Mandate and the proposed amendments to the Memorandum and the Articles.
- 6.2 Shareholders who are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on their behalf are requested to complete, sign and return the attached form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the Company's Hong Kong branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for the holding of the AGM. The completion and return of a form of proxy by a Shareholder does not preclude him from attending and voting in person at the AGM in place of his proxy/proxies if he finds that he is able to do so. In the event of attendance by such Shareholder, the form of proxy of such Shareholder shall be deemed to be revoked. No further action is required on the part of the Shareholders.

### 7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the HK Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the meeting will demand for a poll for all resolutions put forward at the AGM and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the HK Listing Rules.

### 8. DIRECTORS' RECOMMENDATIONS

- 8.1 The Directors are pleased to recommend the retiring Directors, details of whom are set out in Appendix I to this Circular, for re-election at the AGM.
- 8.2 The Directors are of the opinion that the re-election of the retiring Directors, the grant of the Share Buy-back Mandate, the grant of the Share Issue Mandate and the proposed amendments to the Memorandum and the Articles are in the best interests of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions relating to the re-election of the retiring Directors, the grant of the Share Buy-back Mandate, the grant of the Share Issue Mandate and the proposed amendments to the Memorandum and the Articles to be proposed at the AGM.

## LETTER FROM THE BOARD

### 9. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the HK Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

Yours faithfully  
For and on behalf of the Board  
**China New Town Development Company Limited**  
**Liu Heqiang**  
*Chief Executive Officer and Executive Director*

**PARTICULARS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED**

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM in accordance with the Articles.

**Executive Director (the “ED”)****Ms. Yang Meiyu (楊美玉)**

Ms. Yang Meiyu, aged 34, was appointed as an ED on 28 March 2014. Ms. Yang graduated from Peking University with a master’s degree in finance. She had been the senior manager of the Direct Investment Division III of CDBC, a controlling shareholder of the Company. Ms. Yang has joined CDBC since December 2009 where she was responsible for urban development related investment and she also acts as directors and supervisors of various subsidiaries of CDBC. Prior to joining CDBC, Ms. Yang worked as an investment manager at China Reits Investment where she was involved in various fund raising and land development projects. Ms. Yang is the vice president of the Company and is responsible for, among other things, corporate financing, operation and investors’ relation management. Ms. Yang is also a director of several subsidiaries of the Company, such as Weblink International Limited, Meek O Investment Limited and Protex Investment Limited.

Save as disclosed above, Ms. Yang did not hold any directorships in other listed public companies in Hong Kong and/or overseas during the past three years, nor does she hold any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Yang did not have any relationship with any Directors, senior management or substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, She did not have any interest in the Shares within the meaning of Part XV of the SFO. Ms. Yang has entered into a service contract with the Company with a term of service of three (3) years commencing on 28 March 2016. Nevertheless, her appointment will be subject to the provisions of retirement and re-election at the annual general meetings of the Company pursuant to the Articles or any other applicable laws. Ms. Yang is currently entitled to a fixed annual remuneration of HK\$830,000 payable by the Company, which, however, may be reviewed from time to time at the discretion of the Board by reference to her experience and expertise, responsibilities and prevailing market conditions. Ms. Yang’s service contract will be terminated by either party by giving not less than six (6) months’ notice to the other or in accordance with other terms of the service contract.

Save as disclosed above, there are no other matters concerning Ms. Yang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the HK Listing Rules.

**Non-executive Director (the “NED”)****Mr. Li Yao Min (李耀民)**

Mr. Li Yao Min, aged 66, was appointed to the Board on 11 January 2007 and has been the executive vice chairman of the Board since 1 April 2007. Mr. Li was previously appointed as Co-Vice Chairman on 1 December 2008 and was subsequently re-designated as the CEO and Co-Vice Chairman on 7 January 2010 and as CEO and co-chairman on 1 July 2011. Mr. Li was re-designated as a NED and the vice chairman of the Board on 28 March 2014. From 1992 to 1993, he was attached to Shanghai Golden World Commercial Building Co., Ltd. as a general manager, responsible for the overall management and development of commercial property. He has over 20 years of experience in business management and the property development industry, including over 12 years' experience in new town development in PRC. Mr. Li is a founder of SRE Group Limited (“SRE”), a company listed on the SEHK (Stock Code: 1207), and was reappointed as an co-chairman and executive director of SRE on 29 August 2013, and resigned on 5 February 2015.

Save as disclosed above, Mr. Li did not hold any directorships in other listed public companies in Hong Kong and/or overseas during the past three years, nor does he hold any other positions with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Li does not have any relationship with any Directors, senior management or substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Li was interested in 8,352,672 Shares within the meaning of Part XV of the SFO. Pursuant to his service contract with the Company dated 22 October 2016, Mr. Li has been appointed as a NED for a term of one (1) year commencing on 22 October 2016 (subject to retirement by rotation and re-election in accordance with the Articles) unless otherwise terminated by either party by giving not less than one (1) month's notice to the other or in accordance with other terms of the service contract. He is entitled to a remuneration of HK\$800,000 per annum. Mr. Li's remuneration was determined by reference to the Company's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the HK Listing Rules.

**INEDs****Mr. Kong Siu Chee (江紹智)**

Mr. Kong Siu Chee, aged 71, was appointed to the Board on 30 November 2006. He is an INED, the chairman of the Remuneration Committee and a member of the Nomination Committee. Mr. Kong obtained a bachelor's degree in arts from the University of Hong Kong in November 1969 and a master's degree in business administration from the Chinese University of Hong Kong in December 1980. He is an associate of The Chartered Institute of

Bankers in the United Kingdom. Mr. Kong began his career in 1969 with Standard Chartered Bank, where he served in various managerial positions for 24 years. In 1993, he pursued his new business interest in the telecommunications sector and was a director of Champion Technology Holdings Limited from 1993 to 1994 and a director of Kantone U.K. Ltd. from 1994 to 1996. Between 1999 and 2005, he served as a director, executive vice president and alternate chief executive officer of CITIC Ka Wah Bank Limited (renamed as CITIC Bank International Limited in May 2010), and was also a director and the managing director of CITIC International Financial Holdings Limited from 2002 to 2005. Mr. Kong has been an independent non-executive director of Harbin Bank Co. Ltd. since October 2013, and an independent non-executive director of Chinney Kin Wing Holdings Limited since 11 November 2015, both companies listed on the SEHK. He had also been an independent non-executive director of DIGITALHONGKONG.COM (now known as Global Strategic Group Limited), a company listed on the Growth Enterprise Market of the SEHK, from 28 March 2014 to 16 October 2014.

Save as disclosed above, Mr. Kong did not hold any directorships in other listed public companies in Hong Kong and overseas during the past three years nor does he hold any other position with the Company and other members of the Group or other major appointments and professional qualifications. Mr. Kong does not have any relationship with any Directors, senior management or substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Kong did not have any interest in the Shares within the meaning of Part XV of the SFO. Pursuant to his appointment letter with the Company dated 22 October 2016, Mr. Kong was appointed as an INED for a term of one year commencing on the same day (subject to retirement by rotation and re-election in accordance with the Articles) unless otherwise terminated by either party by giving not less than one month's notice to the other or in accordance with other terms of the appointment letter. He is entitled to a remuneration of S\$70,000 plus a meeting allowance of S\$2,800 per annum. Mr. Kong's remuneration was determined by reference to the Company's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Kong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the HK Listing Rules.

#### **Mr. Zhang Hao (張浩)**

Mr. Zhang Hao, aged 57, was appointed to the Board on 13 February 2012. He is an INED and also a member of the audit committee of the Board. He is currently the vice director and a part-time professor of the Yangtze River Basin Development Institute of the East China Normal University. Mr. Zhang graduated from the Department of Economics of the Nanjing University in August 1990. He then obtained a master's degree in business administration from the Shanghai Jiao Tong University in March 2005. He had previously served in various departments of the provincial government of the PRC for over 29 years. From August 1981 to August 1996, he worked first as the senior staff member in the Planning Commission of

Chongming County and then as the superintendent of the Seawall Project Management of Chongming County. From August 1996 to December 2010, he held various positions including as a senior staff member of the cooperation office of the Shanghai Municipal Government, a cadre of the department of district and county economy of the Shanghai Municipal Development Planning Commission and a senior staff member for the department of district and county economy of the Shanghai Municipal Development and Reform Commission.

Save as disclosed above, Mr. Zhang does not hold any directorships in other listed public companies in Hong Kong and overseas during the past three years nor does he hold any other position with the Company and other members of the Group or other major appointments and professional qualifications. Mr. Zhang does not have any relationship with any Directors, senior management or substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhang was not interested in any Shares within the meaning of Part XV of the SFO. Pursuant to his appointment letter with the Company dated 22 October 2016, Mr. Zhang has been appointed as an INED for a term of one (1) year commencing on the same day (subject to retirement by rotation and re-election in accordance with the Articles) unless otherwise terminated by either party by giving not less than one (1) month's notice to the other or in accordance with other terms of the appointment letter. He is entitled to a remuneration of HK\$260,000 per annum. Mr. Zhang's remuneration was determined by reference to the Company's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the HK Listing Rules.

## **NED**

### **Mr. Wei Wei (魏維)**

Mr. Wei Wei aged 58, was appointed as a NED and the chairman of the Board on 13 May 2016. He graduated from Sichuan Architecture Materials Industry College with a bachelor's degree in non-metallic minerals geology and prospecting. Mr. Wei currently is the president of CDBC, a controlling shareholder of the Company. Mr. Wei has an extensive experience in the raw material investment and financial industry. From 2013 to present, Mr. Wei has been appointed as director of Large Corporate Client Department in CDB. From 1994 to 2013, Mr. Wei worked at various departments of CDB, being, Business Development Department, Sichuan Province Branch and Loan Management Department. Before joining CDB, Mr. Wei worked at the National Raw Materials Investment Company (國家原材料投資公司).

Save as disclosed above, Mr. Wei does not hold any directorships in listed public companies in Hong Kong and overseas during the past three years nor does he hold any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Wei does not have any relationship with any Directors, senior management or substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Wei does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Wei has entered into a service contract with the Company with a term of service of three (3) years commencing on 13 May 2016 unless otherwise terminated by either party by giving not less than one (1) month's notice to the other or in accordance with other terms of the service contract. Nevertheless, his appointment will be subject to the provisions of retirement and re-election at the annual general meetings of the Company pursuant to the Articles or any other applicable laws. Mr. Wei is currently neither entitled to any director's fee nor salary payable by the Company.

Save as disclosed above, there are no other matters concerning Mr. Wei that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the HK Listing Rules.

## **ED**

### **Mr. Shi Janson Bing (施冰)**

Mr. Shi Janson Bing, aged 33, was appointed as an ED on 12 August 2016. Mr. Shi graduated from the University of Southern California, the United States and obtained a bachelor's degree in accounting in May 2007. Mr. Shi joined the Group in December 2007 and was an ED from 12 December 2007 to 28 March 2014. Mr. Shi is the son of Mr. Shi Jian, the de facto owner of SRE Investment Holding Limited, which has 15.1% shareholding of the Company. Mr. Shi is responsible for strategic cooperation of the Group. He also sits on the board of SRE.

Save as disclosed above, Mr. Shi does not hold any directorships in other listed public companies in Hong Kong and overseas during the past three years, and he does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Shi does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Shi has entered into a service agreement with the Company on 12 August 2016 with a term of one (1) year commencing on the same day (subject to retirement by rotation and re-election in accordance with the Articles) unless otherwise terminated by either party by giving not less than one (1) month's notice to the other or in accordance with other terms of the service agreement. He is entitled to a director's fee at HK\$800,000 per annum payable by the Company under the service agreement, which may be reviewed from time to time at the discretion of the Board by reference to his experience and expertise, responsibilities and prevailing market conditions.

Save as disclosed above, Mr. Shi does not have any relationship with any Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Shi that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the HK Listing Rules.



This appendix serves as an explanatory statement as required by the HK Listing Rules to be sent to Shareholders to provide you with certain information relating to the Share Buy-back Mandate.

## 1. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 9,726,246,417 issued Shares. Subject to the grant of the Share Buy-back Mandate by the Shareholders at the AGM and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back up to a maximum of 972,624,641 Shares, representing not more than 10% of the total issued Shares as at the date of the AGM.

## 2. REASONS FOR SHARE BUY-BACK

The grant of the Share Buy-back Mandate authorising the Company to purchase, redeem or acquire its Shares would give the Company the flexibility to undertake purchases, redemptions or acquisitions of its Shares up to the 10% limit described at any time, during the period when the Share Buy-back Mandate is in force. The rationale for the Company to undertake the purchase, redemption or acquisition of its issued Shares, is as follows:

- (a) in managing the business of the Group, the management of the Company will strive to increase Shareholders' value by improving, inter alia, the ROE of the Company. In addition to growth and expansion of the business, purchases, redemptions and acquisitions of its Shares may be considered as one of the ways through which the ROE of the Company may be enhanced;
- (b) in line with international practice, the Share Buy-back Mandate will provide the Company with greater flexibility in managing its funds and maximising returns to Shareholders. To the extent that the Company has surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Buy-back Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner by way of purchasing its issued Shares at prices which are viewed as favourable;
- (c) the Share Buy-back Mandate will provide the Company with the flexibility to undertake purchases, redemptions or acquisitions of its Shares at any time, subject to market conditions, during the period when the Share Buy-back Mandate is in force;
- (d) share purchases, redemptions or acquisitions may help mitigate short-term market volatility (by way of stabilising the supply and demand of its issued Shares), offset the effects of short-term speculation, support the fundamental value of the issued Shares and bolster Shareholder confidence; and
- (e) all things being equal, purchases, redemptions or acquisitions of Shares pursuant to the Share Buy-back Mandate will result in a lower number of issued Shares being used for the purpose of computing EPS and BVS. Therefore, share purchases,



redemptions or acquisitions under the Share Buy-back Mandate will improve the Company's EPS and BVS, which in turn is expected to have a positive impact on the fundamental value of its issued Shares.

### 3. FUNDING OF SHARE BUY-BACK

In purchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum, the Articles and the applicable laws of the BVI and Hong Kong.

The BVI Act does not specify the funds out of which a company incorporated in the BVI as a business company may use to pay the purchase, redemption or acquisition price. Such company may purchase, redeem or otherwise acquire its own shares so long as it is in accordance with the provisions of the BVI Act or such other provisions for the purchase, redemption or acquisition as may be specified in the memorandum of association or articles of association of the company, and that the directors of the company are satisfied on reasonable grounds, that the company will, immediately after the purchase, redemption or acquisition, satisfy the solvency test. The BVI Act provides for certain situations in which the solvency test need not be satisfied. For instance, where the company redeems the shares pursuant to a right of a shareholder to have his shares redeemed or exchanged for money or other property of the company.

In purchasing, redeeming or acquiring Shares pursuant to the Share Buy-back Mandate, the Directors shall principally consider the availability of internal resources. There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2016 in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**4. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Main Board of SEHK during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
April	0.330	0.265
May	0.320	0.250
June	0.320	0.265
July	0.290	0.270
August	0.370	0.265
September	0.360	0.330
October	0.410	0.370
November	0.480	0.390
December	0.445	0.380
<b>2017</b>		
January	0.450	0.385
February	0.420	0.375
March	0.455	0.400
April (up to the Latest Practicable Date)	0.425	0.365

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the SEHK that so far as the same may be applicable, they will exercise the powers of the Company to make purchases pursuant to the Share Buy-back Mandate in accordance with the HK Listing Rules and any applicable laws of the BVI. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Share Buy-back Mandate if such is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

**6. HK TAKEOVERS CODE IMPLICATIONS**

If on the exercise of the power to buy back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the HK Takeovers

Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the HK Takeovers Code.

According to the register of interests in Shares and short positions maintained by the Company under section 336 of the SFO, as at the Latest Practicable Date, the following Shareholders were interested or deemed to be interested in 5% or more the issued Shares:

Name of Shareholders	Beneficial owner	Capacity/Nature of Interest		Total	Approximate Percentage of Shareholding	Approximate Percentage of Shareholding if Share Buy-Back Mandate is exercised in full
		Interest in a controlled corporation	Other interests			
China Development Bank International Holdings Limited (“CDBIH”) <sup>(1)(2)</sup>	5,347,921,071	—	1,468,356,862	6,816,277,933	70.08%	77.87%
CDBC <sup>(1)(2)</sup>	—	5,347,921,071	1,468,356,862	6,816,277,933	70.08%	77.87%
CDB <sup>(1)(2)</sup>	—	5,347,921,071	1,468,356,862	6,816,277,933	70.08%	77.87%
SRE Investment Holding Limited (“SREI”) <sup>(3)</sup>	1,468,356,862	—	5,347,921,071	6,816,277,933	70.08%	77.87%
Shi Jian (“Mr. Shi”) <sup>(4)</sup>	6,104,938	6,816,277,933	1,090	6,822,383,961	70.14%	77.94%

*Notes:*

- (1) Pursuant to the conditional subscription agreement (the “**Subscription Agreement**”) dated 10 October 2013 entered into between the Company, CDBIH and SREI, CDBIH is deemed under sections 317 and 318 of the SFO to be interested in the 1,468,356,862 Shares held by SREI.
- (2) CDBIH is a wholly-owned subsidiary of CDDB and CDDB, in turn, is wholly owned by CDB. Both CDB and CDDB are, therefore, deemed under Part XV of the SFO to be interested in the 5,347,921,071 Shares held by CDBIH and pursuant to the SFO, both CDB and CDDB are deemed interested in the 6,816,277,933 Shares in which CDBIH is interested.
- (3) Pursuant to the Subscription Agreement mentioned in (1), SREI is deemed under sections 317 and 318 of the SFO to be interested in the 5,347,921,071 Shares held by CDBIH.
- (4) Pursuant to Part XV of the SFO, Mr. Shi is deemed interested in a total of 6,816,279,023 Shares for the following reasons: (i) Mr. Shi is deemed interested in 1,468,356,862 Shares held by SREI by virtue of the fact that he and his wife, Ms. Si Xiao Dong (“**Ms. Si**”) together beneficially own 66% of the issued share capital of SREI as a controlling shareholder; (ii) pursuant to the Subscription Agreement mentioned in (1), SREI is deemed under sections 317 and 318 of the SFO to be interested in 5,347,921,071 Shares held by CDBIH, and Mr. Shi is accordingly also deemed interested in such Shares which SREI is deemed interested; and (iii) Mr. Shi is deemed interested in 1,090 Shares held by Ms. Si by virtue of the fact that she is his wife.

On the basis that the shareholdings held by the Shareholders named above and the number of Shares in issue would remain the same, an exercise of the Share Buy-back Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rules 26 and 32 of the HK Takeovers Code.

Based on the above, the Directors are not aware of any consequence which may arise under the HK Takeovers Code as a consequence of any buy back of the Shares made under the Share Buy-back Mandate. Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of buy-back, the exercise of the Share Buy-back Mandate whether in whole or more than 4.76% will result in less than 25% of the total issued Shares being held by the public as required by Rule 8.08 of the HK Listing Rules. The Directors do not intend to buy back Shares which would result in a public shareholding of less than the prescribed minimum percentage of Shares in public hands.

#### **7. SHARES BUY-BACK MADE BY THE COMPANY**

Pursuant to the voluntary delisting from the Official List of the SGX-ST pursuant to a conditional cash exit offer by way of selective share buyback which was closed on 3 February 2017, the Company bought back 119,873,330 Shares at the price of 0.07 Singapore dollars per Share and such Shares were cancelled on 14 February 2017. For details of the selective share buyback, please refer to the Company's circular dated 21 December 2016.

Save as disclosed above, the Company has not purchased any Shares (whether on the SEHK or otherwise) in the six months preceding the Latest Practicable Date.

<b>No.</b>	<b>Existing Memorandum of Association</b>	<b>Proposed New Memorandum of Association</b>	<b>Rationale</b>
1.	<p>Paragraph 10.1</p> <p>Save as otherwise provided in the Articles, the Company may amend its Memorandum or to change its name by a special resolution of members. The Articles shall not be rescinded, altered or amended and no new Article shall be made without the prior written approval of the Designated Stock Exchange (as defined in the Articles) and until the same has been approved by a special resolution of the members.</p>	<p>Paragraph 10.1</p> <p>Save as otherwise provided in the Articles, the Company may amend its Memorandum or to change its name by a special resolution of members. The Articles shall not be rescinded, altered or amended and no new Article shall be made <del>without the prior written approval of the Designated Stock Exchange (as defined in the Articles) and</del> until the same has been approved by a special resolution of the members.</p>	<p>Under the HK Listing Rules, any amendments to the Articles do not require approval from SEHK.</p>

<b>No.</b>	<b>Existing Articles of Association</b>	<b>Proposed New Articles of Association</b>	<b>Rationale</b>
2.	<p>INTERPRETATION</p> <p>“clearing house”</p> <p>a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction other than the Depository</p> <p>“Depositor”</p> <p>a person being a Depository Agent or a holder of a Securities Account maintained with the Depository.</p> <p>“Depository”</p> <p>The Central Depository (Pte) Limited, a company incorporated in the Republic of Singapore and a wholly-owned subsidiary of the Singapore Exchange Securities Trading Limited.</p> <p>“Depository Agent”</p> <p>an entity registered as a Depository Agent with the Depository for the purpose of maintaining securities sub-accounts for its own account and for the account of others.</p>	<p>INTERPRETATION</p> <p>“clearing house”</p> <p>a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction <del>other than the Depository</del></p> <p><del>“Depositor”</del></p> <p><del>a person being a Depository Agent or a holder of a Securities Account maintained with the Depository.</del> [Deleted]</p> <p><del>“Depository”</del></p> <p><del>The Central Depository (Pte) Limited, a company incorporated in the Republic of Singapore and a wholly-owned subsidiary of the Singapore Exchange Securities Trading Limited.</del> [Deleted]</p> <p><del>“Depository Agent”</del></p> <p><del>an entity registered as a Depository Agent with the Depository for the purpose of maintaining securities sub-accounts for its own account and for the account of others.</del> [Deleted]</p>	<p>(i) All references to “Depositor”, “Depository”, “Depository Agent”, “Securities Account”, “Singapore Companies Act” are removed, as these are related to the trading on SGX-ST;</p> <p>(ii) SGX-ST was removed from the definition of “Designated Stock Exchange”; and</p> <p>(iii) the definitions of “subsidiary” and “holding company” follow the definitions under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) instead of the Singaporean Companies Act.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
	<p>“Designated Stock Exchange”</p> <p>the Singapore Exchange Securities Trading Limited for so long as the shares of the Company are listed or quoted on the Singapore Exchange Securities Trading Limited and/or The Stock Exchange of Hong Kong Limited for so long as the shares of the Company are listed or quoted on The Stock Exchange of Hong Kong Limited and/or such other stock exchange in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.</p> <p>“Securities Account”</p> <p>the securities account maintained by a person with the Depository.</p> <p>“Singapore Companies Act”</p> <p>the Companies Act, Chapter 50, of Singapore.</p> <p>“subsidiary” and “holding company”</p> <p>the meanings attributed to them in the Singapore Companies Act.</p>	<p>“Designated Stock Exchange”</p> <p><del>the Singapore Exchange Securities Trading Limited for so long as the shares of the Company are listed or quoted on the Singapore Exchange Securities Trading Limited and/or The Stock Exchange of Hong Kong Limited for so long as the shares of the Company are listed or quoted on The Stock Exchange of Hong Kong Limited and/or such other stock exchange in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.</del></p> <p><del>“Securities Account”</del></p> <p><del>the securities account maintained by a person with the Depository. [Deleted]</del></p> <p><del>“Singapore Companies Act”</del></p> <p><del>the Companies Act, Chapter 50, of Singapore. [Deleted]</del></p> <p>“subsidiary” and “holding company”</p> <p>the meanings attributed to them in the <u>Singapore Companies Act; Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u></p>	
3.	<p>Articles of Association, Article 15(1)</p> <p>15. (1) Subject to the terms and conditions of any application for shares, the Board shall allot shares applied for within ten (10) market days of the closing date of any such application (or such other period as may be approved by the Designated Stock Exchange).</p>	<p>Articles of Association, Article 15(1)</p> <p><del>15. (1) Subject to the terms and conditions of any application for shares, the Board shall allot shares applied for within ten (10) market days of the closing date of any such application (or such other period as may be approved by the Designated Stock Exchange). [Deleted]</del></p>	<p>There is no such requirement under the HK Listing Rules and the BVI laws.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
4.	<p>Articles of Association, Article 20</p> <p>20. Subject to the payment of all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require, every person whose name is entered as a Member in the Register shall be entitled to receive within ten (10) market days of the date of allotment (or such other period as may be approved by the Designated Stock Exchange) or within ten (10) market days after the date of lodgement of a registrable transfer (or such other period as may be approved by the Designated Stock Exchange) share certificates in reasonable denominations for the shares so allotted or transferred.</p>	<p>Articles of Association, Article 20</p> <p><del>20. Subject to the payment of all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require, every person whose name is entered as a Member in the Register shall be entitled to receive within ten (10) market days of the date of allotment (or such other period as may be approved by the Designated Stock Exchange) or within ten (10) market days after the date of lodgement of a registrable transfer (or such other period as may be approved by the Designated Stock Exchange) share certificates in reasonable denominations for the shares so allotted or transferred.</del> [Deleted]</p>	<p>There is no such requirement under the HK Listing Rules and the BVI laws.</p>
5.	<p>Articles of Association, Article 44(3)</p> <p>(3) For the purposes of this Article 44, a “Member” shall be deemed to include a Depositor whose name appears in the records of the Depository at the material time.</p>	<p>Articles of Association, Article 44(3)</p> <p><del>(3) For the purposes of this Article 44, a “Member” shall be deemed to include a Depositor whose name appears in the records of the Depository at the material time.</del> [Deleted]</p>	<p>This is the consequential amendment as a result of the deletion of the definitions of “Depositor” and “Depository”.</p>

<b>No.</b>	<b>Existing Articles of Association</b>	<b>Proposed New Articles of Association</b>	<b>Rationale</b>
6.	<p>Articles of Association, Article 47</p> <p>(1) The instrument of transfer of any share shall be executed by or on behalf of both the transferor and the transferee and be witnessed, provided that where the transferee is the Depository such instrument of transfer shall, subject to Article 47(2) below, be effective although not signed or witnessed by or on behalf of the Depository and provided further that when a corporation executes an instrument of transfer under seal, the affixation and attestation of the corporation’s seal may be accepted as compliance with the requirements of this Article. The Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. The Company shall not be required to treat a transferee of a share as a Member until the transferee’s name has been entered in the Register. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p> <p>(2) The instrument of transfer must be signed by a transferee (including where the transferee is the Depository) if registration as a holder of the share imposes a liability to the Company on the transferee.</p>	<p>Articles of Association, Article 47</p> <p>(1) The instrument of transfer of any share shall be executed by or on behalf of both the transferor and the transferee and be witnessed, <del>provided that where the transferee is the Depository such instrument of transfer shall, subject to Article 47(2) below, be effective although not signed or witnessed by or on behalf of the Depository and</del> provided further that when a corporation executes an instrument of transfer under seal, the affixation and attestation of the corporation’s seal may be accepted as compliance with the requirements of this Article. The Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. The Company shall not be required to treat a transferee of a share as a Member until the transferee’s name has been entered in the Register. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p> <p>(2) The instrument of transfer must be signed by a transferee <del>(including where the transferee is the Depository)</del> if registration as a holder of the share imposes a liability to the Company on the transferee.</p>	<p>This is the consequential amendment as a result of the deletion of the definition of “Depository”.</p>



No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
7.	<p>Articles of Association, Article 49(a)</p> <p>Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:</p> <p>(a) a fee of such sum (not exceeding two Singapore dollars (S\$2.00) or such other maximum sum as the Designated Stock Exchange may determine to be payable) as the Board may from time to time require is paid to the Company in respect thereof;</p>	<p>Articles of Association, Article 49(a)</p> <p>Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:</p> <p>(a) a fee of <del>such sum (not exceeding two Singapore dollars (S\$2.00) or such other</del> maximum sum as the Designated Stock Exchange may determine to be payable) as the Board may from time to time require is paid to the Company in respect thereof;</p>	<p>It is the requirement under SGX-ST Listing Manual that the fee payable for recognizing any instrument of transfer shall not exceed two Singapore dollars. There is no such requirement under the HK Listing Rules.</p>
8.	<p>Articles of Association, Article 55</p> <p>Subject to Article 151(1), an annual general meeting of the Company shall be held in each year other than the year of the Company's incorporation at such time (within a period of not more than eighteen (18) months after the date of incorporation or not more than fifteen (15) months after the holding of the last preceding annual general meeting, unless a longer period would not infringe the rules or regulations of the Designated Stock Exchange, if any) and place as may be determined by the Board. In addition, for so long as the shares of the Company are listed on the Designated Stock Exchange, the interval between the close of the Company's financial year and the date of the Company's annual general meeting shall not exceed four (4) months or such other period as may be prescribed or permitted by the Designated Stock Exchange.</p>	<p>Articles of Association, Article 55</p> <p>Subject to Article 151(1), an annual general meeting of the Company shall be held in each year other than the year of the Company's incorporation at such time (within a period of not more than eighteen (18) months after the date of incorporation or not more than fifteen (15) months after the holding of the last preceding annual general meeting, unless a longer period would not infringe the rules or regulations of the Designated Stock Exchange, if any) and place as may be determined by the Board. <del>In addition, for so long as the shares of the Company are listed on the Designated Stock Exchange, the interval between the close of the Company's financial year and the date of the Company's annual general meeting shall not exceed four (4) months or such other period as may be prescribed or permitted by the Designated Stock Exchange.</del></p>	<p>It is the requirement under SGX-ST Listing Manual that the interval between the close of the Company's financial year and the date of the Company's annual general meeting shall not exceed four (4) months. There is no such requirement under the HK Listing Rules.</p>
9.	<p>Articles of Association, Article 58(2)</p> <p>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, at least fourteen (14) days' notice of any general meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to the Designated Stock Exchange.</p>	<p>Articles of Association, Article 58(2)</p> <p><del>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, at least fourteen (14) days' notice of any general meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to the Designated Stock Exchange.</del> [Deleted]</p>	<p>It is the requirement under SGX-ST Listing Manual that at least fourteen (14) days' notice of any general meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore. There is no such requirement under the HK Listing Rules.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
10.	<p>Articles of Association, Article 65</p> <p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting (i) on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Article 83) or by proxy shall have one vote and the chairman of the meeting shall determine which proxy shall be entitled to vote where a Member (other than the Depository) is represented by two proxies, and (ii) on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right; or</p> <p>(e) where the Depository is a Member, by at least three proxies representing the Depository.</p>	<p>Articles of Association, Article 65</p> <p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting (i) on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Article 83) or by proxy shall have one vote and the chairman of the meeting shall determine which proxy shall be entitled to vote where a Member <del>(other than the Depository)</del> is represented by two proxies, and (ii) on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right, <del>or.</del></p> <p><del>(e) where the Depository is a Member, by at least three proxies representing the Depository.</del> [Deleted]</p>	<p>This is the consequential amendment as a result of the deletion of the definition of “Depository”.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
11.	<p>Articles of Association, Article 77</p> <p>(1) Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint one or more proxies to attend, speak and vote instead of him at the same general meeting provided that if the Member is the Depository or the clearing house (or its nominee(s)):</p> <p>(a) the Depository of the clearing house (or its nominee(s)) may appoint proxies to attend, speak and vote at the same general meeting and each proxy shall be entitled to exercise the same powers on behalf of the Depository as the Depository could exercise, including, notwithstanding Article 65, the right to vote individually on a show of hands;</p> <p>(b) unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the Depository’s proxies to vote on behalf of the Depository at a general meeting of the Company each of the Depositors who are individuals and whose names are shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company and notwithstanding any other provisions in these Articles, the appointment of proxies by virtue of this Article 77(1)(b) shall not require an instrument of proxy or the lodgement of any instrument of proxy;</p>	<p>Articles of Association, Article 77</p> <p>(1) Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint one or more proxies to attend, speak and vote instead of him at the same general meeting provided that if the Member is <del>the Depository</del> or the clearing house (or its nominee(s)).<sup>2</sup></p> <p><del>(a) the Depository of the clearing house (or its nominee(s)) may appoint proxies to attend, speak and vote at the same general meeting and each proxy shall be entitled to exercise the same powers on behalf of the Depository as other Members the Depository could exercise, including, notwithstanding Article 65, the right to vote individually on a show of hands;</del></p> <p><del>(b) unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the Depository’s proxies to vote on behalf of the Depository at a general meeting of the Company each of the Depositors who are individuals and whose names are shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company and notwithstanding any other provisions in these Articles, the appointment of proxies by virtue of this Article 77(1)(b) shall not require an instrument of proxy or the lodgement of any instrument of proxy; [Deleted]</del></p>	<p>This is the consequential amendment as a result of the deletion of the definition of “Depository” and “Depositor”.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
	<p>(c) the Company shall accept as valid in all respects the form of instrument of proxy approved by the Depository (the “CDP Proxy Form”) for use at the date relevant to the general meeting in question naming a Depositor (the “Nominating Depositor”) and permitting that Nominating Depositor to nominate a person or persons other than himself as the proxy or proxies appointed by the Depository. The Company shall, in determining rights to vote and other matters in respect of a completed CDP Proxy Form submitted to it, have regard to the instructions given by and the notes (if any) set out in the CDP Proxy Form. The submission of any CDP Proxy Form shall not affect the operation of Article 77(1)(b) and shall not preclude a Depositor appointed as a proxy by virtue of Article 77(1)(b) from attending and voting at the relevant meeting but in the event of attendance by such Depositor the CDP Proxy Form submitted bearing his name as the Nominating Depositor shall be deemed to be revoked;</p> <p>(d) the Company shall reject any CDP Proxy Form of a Nominating Depositor if his name is not shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company; and</p>	<p><del>(c) the Company shall accept as valid in all respects the form of instrument of proxy approved by the Depository (the “CDP Proxy Form”) for use at the date relevant to the general meeting in question naming a Depositor (the “Nominating Depositor”) and permitting that Nominating Depositor to nominate a person or persons other than himself as the proxy or proxies appointed by the Depository. The Company shall, in determining rights to vote and other matters in respect of a completed CDP Proxy Form submitted to it, have regard to the instructions given by and the notes (if any) set out in the CDP Proxy Form. The submission of any CDP Proxy Form shall not affect the operation of Article 77(1)(b) and shall not preclude a Depositor appointed as a proxy by virtue of Article 77(1)(b) from attending and voting at the relevant meeting but in the event of attendance by such Depositor the CDP Proxy Form submitted bearing his name as the Nominating Depositor shall be deemed to be revoked; [Deleted]</del></p> <p><del>(d) the Company shall reject any CDP Proxy Form of a Nominating Depositor if his name is not shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company; and [Deleted]</del></p>	

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
	<p>(e) on a poll the maximum number of votes which a Depositor, or proxies appointed pursuant to a CDP Proxy Form in respect of that Depositor, is able to cast shall be the number of shares credited to the Securities Account of that Depositor as shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company, whether that number is greater or smaller than the number specified in any CDP Proxy Form or instrument of proxy executed by or on behalf of the Depository.</p> <p>(2) In any case where an instrument of proxy appoints more than one proxy (including the case when a CDP Proxy Form is used), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy.</p>	<p><del>(e) on a poll the maximum number of votes which a Depositor, or proxies appointed pursuant to a CDP Proxy Form in respect of that Depositor, is able to cast shall be the number of shares credited to the Securities Account of that Depositor as shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company, whether that number is greater or smaller than the number specified in any CDP Proxy Form or instrument of proxy executed by or on behalf of the Depository.</del> [Deleted]</p> <p>(2) In any case where an instrument of proxy appoints more than one proxy (including the case when a CDP Proxy Form is used), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy.</p>	
12.	<p>Articles of Association, Article 78</p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same or, in the case of the Depository, signed by its duly authorised officer by some method or system of mechanical signature as the Depository may deem appropriate. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.</p>	<p>Articles of Association, Article 78</p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same <del>or, in the case of the Depository, signed by its duly authorised officer by some method or system of mechanical signature as the Depository may deem appropriate.</del> In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.</p>	<p>This is the consequential amendment as a result of the deletion of the definition of “Depository”.</p>

<b>No.</b>	<b>Existing Articles of Association</b>	<b>Proposed New Articles of Association</b>	<b>Rationale</b>
13.	<p>Articles of Association, Article 79</p> <p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed on behalf of the appointor (which shall, for this purpose, include a Depositor), or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting...</p>	<p>Articles of Association, Article 79</p> <p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed on behalf of the appointor <del>(which shall, for this purpose, include a Depositor)</del>, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting...</p>	<p>This is the consequential amendment for the deletion of the definition of “Depositor”.</p>
14.	<p>Articles of Association, Article 80</p> <p>Instruments of proxy shall be in any usual or common form (including any form approved from time to time by the Depository) or in such other form as the Board may approve (provided that this shall not preclude the use of the two way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	<p>Articles of Association, Article 80</p> <p>Instruments of proxy shall be in any usual or common form <del>(including any form approved from time to time by the Depository)</del> or in such other form as the Board may approve (provided that this shall not preclude the use of the two way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	<p>This is the consequential amendment as a result of the deletion of the definition of “Depository”.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
15.	<p>Articles of Association, Article 83(2)</p> <p>(2) Where a Member is the Depository (or its nominee, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be entitled to exercise the same rights and powers as if such person was the registered holder of the shares of the Company held by the Depository (or its nominee) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.</p>	<p>Articles of Association, Article 83(2)</p> <p><del>(2) Where a Member is the Depository (or its nominee, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be entitled to exercise the same rights and powers as if such person was the registered holder of the shares of the Company held by the Depository (or its nominee) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands. [Deleted]</del></p>	<p>This is the consequential amendment as a result of the deletion of the definition of “Depository”.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
16.	<p>Articles of Association, Article 103(4)</p> <p>(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Act, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	<p>Articles of Association, Article 103(4)</p> <p>(4) Except <del>as would, if the Company were a company incorporated in Hong Kong, be permitted by</del> Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force <del>at the date of adoption of these Articles, and except</del> as permitted under the Act, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	<p>Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) has been repealed.</p>
17.	<p>Articles of Association, Article 136</p> <p>The Board may, subject to approval by special resolution of the Members, these Articles and in accordance with the Act, authorise a Distribution by the Company at such time and of such amount as they think fit. The Company in general meeting may by special resolution also, subject to these Articles and in accordance with the Act, authorise a Distribution to be made to the Members but no Distribution shall be authorised by the Company in general meeting in excess of the amount recommended by the Board.</p>	<p>Articles of Association, Article 136</p> <p>The Board may, subject to approval by <del>special</del>ordinary resolution of the Members, these Articles and in accordance with the Act, authorise a Distribution by the Company at such time and of such amount as they think fit. The Company in general meeting may by <del>special</del>ordinary resolution also, subject to these Articles and in accordance with the Act, authorise a Distribution to be made to the Members but no Distribution shall be authorised by the Company in general meeting in excess of the amount recommended by the Board.</p>	<p>There is no requirements for special resolution under the HK Listing Rules and the BVI laws.</p>



No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
18.		<p data-bbox="708 274 1109 331">Adding Articles of Association, Article 136A</p> <p data-bbox="708 363 1109 1208">(a) <u>The Board may from time to time pay to the Shareholders such interim dividends as appear to the Board to be justified by the financial conditions and the profits of the Company and, in particular but without prejudice to the generality of the foregoing, if at any time the shares of the Company are divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer to the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide it shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.</u></p> <p data-bbox="708 1240 1109 1474">(b) <u>The Board may also pay half-yearly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the financial conditions and the profits of the Company justify the payment.</u></p> <p data-bbox="708 1506 1109 1908">(c) <u>The Board may in addition from time to time declare and pay special dividends of such amounts and on such dates and out of such distributable funds of the Company as it thinks fit, and the provisions of paragraph (a) of this Article as regards the power and exemption from liability of the Board as relate to the declaration and payment of interim dividends shall apply, <i>mutatis mutandis</i>, to the declaration and payment of any such special dividends.</u></p>	<p data-bbox="1123 274 1393 385">Adding provisions which are allowed under the HK Listing Rules and the BVI laws</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
19.	<p>Articles of Association, Article 145</p> <p>145. (1) For so long as the shares of the Company are listed on the Designated Stock Exchange, any scheme which enables the Members to elect to receive securities in lieu of cash amount of any dividend must be approved by the Members in general meeting in accordance with applicable rules or regulations of the Designated Stock Exchange.</p> <p>(2) The Board shall have full power to make such provisions as it thinks fit for the implementation of a scheme approved pursuant to the provisions of paragraph (1) of this Article, and the Board may do all acts and things considered necessary or expedient to give effect to such a scheme.</p> <p>(3) The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such Distribution in cash in lieu of such allotment.</p>	<p>Articles of Association, Article 145</p> <p><del>145. (1) For so long as the shares of the Company are listed on the Designated Stock Exchange, any scheme which enables the Members to elect to receive securities in lieu of cash amount of any dividend must be approved by the Members in general meeting in accordance with applicable rules or regulations of the Designated Stock Exchange.</del></p> <p>(2) The Board shall have full power to make such provisions as it thinks fit for the implementation of a scheme approved pursuant to the provisions of paragraph (1) of this Article, and the Board may do all acts and things considered necessary or expedient to give effect to such a scheme.</p> <p>(3) The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such Distribution in cash in lieu of such allotment.</p>	<p>There is no such requirement under the HK Listing Rules and the BVI laws.</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
	<p>(4) The Board may on any occasion determine that rights of election and the allotment of shares by way of a Distribution shall not be made available or made to any Members with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p> <p>(5) Any resolution declaring a Distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the Distribution shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such Distribution of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, distributions of realised capital profits or offers or grants made by the Company to the Members.</p>	<p><del>(4) The Board may on any occasion determine that rights of election and the allotment of shares by way of a Distribution shall not be made available or made to any Members with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</del></p> <p><del>(5) Any resolution declaring a Distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the Distribution shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such Distribution of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, distributions of realised capital profits or offers or grants made by the Company to the Members.</del> [Deleted]</p>	

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
20.	<p>Articles of Association, Article 165</p> <p>No Article shall be rescinded, altered or amended and no new Article shall be made without the prior written approval of the Designated Stock Exchange and until the same has been approved by a special resolution of the Members. Save as otherwise provide in these Articles, a special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.</p>	<p>Articles of Association, Article 165</p> <p>No Article shall be rescinded, altered or amended and no new Article shall be made <del>without the prior written approval of the Designated Stock Exchange</del> and until the same has been approved by a special resolution of the Members. Save as otherwise provide in these Articles, a special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.</p>	<p>Under the HK Listing Rules, any amendments to the Articles do not require approval from SEHK.</p>
21.	<p>Articles of Association, Article 167</p> <p>(1) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Director shall, upon his appointment to the Board, give an undertaking to the Company that, for so long as he remains a Director, he shall forthwith notify the Secretary of the particulars of the shares beneficially owned by him at the time of his appointment and of any change in such particulars.</p>	<p>Articles of Association, Article 167</p> <p><del>(1) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Director shall, upon his appointment to the Board, give an undertaking to the Company that, for so long as he remains a Director, he shall forthwith notify the Secretary of the particulars of the shares beneficially owned by him at the time of his appointment and of any change in such particulars.</del> [Deleted]</p>	<p>This is irrelevant as the Shares are no longer listed on SGX-ST</p>

No.	Existing Articles of Association	Proposed New Articles of Association	Rationale
	<p>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Member shall, (a) upon becoming a substantial shareholder of the Company, (b) for so long as he remains a substantial shareholder of the Company, upon a change in the percentage level of his interest or interests in the Company and (c) upon ceasing to be a substantial shareholder of the Company, give the Secretary a notice in writing of (i) the particulars of the shares beneficially owned by him, or (ii) the particulars of the change in interests (including the date of change and the circumstances by reason of which that change has occurred), or (iii) the particulars of the date and circumstances of the cessation of substantial shareholding, as the case may be, within two (2) business days after (aa) becoming a substantial shareholder, (bb) the date of change in the percentage level of his interests, or (cc) the date of cessation, as the case may be. For the purposes of this Article 167(2), the term “substantial shareholder” shall have the same meaning ascribed to it in Section 81(1) and 81(2) of the Singapore Companies Act, the term “interest” or “interests” shall have the same meaning ascribed to it in Section 7 of the Singapore Companies Act and the term “percentage level” shall have the meaning ascribed to it in Section 83(3) of the Singapore Companies Act. The requirement to give notice under this Article 167(2) shall not apply to the Depository or the clearing house.</p> <p>(3) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, the provisions of Section 92 of the Singapore Companies Act, giving the Company power to require disclosure of beneficial interest in its shares, shall apply</p>	<p><del>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Member shall, (a) upon becoming a substantial shareholder of the Company, (b) for so long as he remains a substantial shareholder of the Company, upon a change in the percentage level of his interest or interests in the Company and (c) upon ceasing to be a substantial shareholder of the Company, give the Secretary a notice in writing of (i) the particulars of the shares beneficially owned by him, or (ii) the particulars of the change in interests (including the date of change and the circumstances by reason of which that change has occurred), or (iii) the particulars of the date and circumstances of the cessation of substantial shareholding, as the case may be, within two (2) business days after (aa) becoming a substantial shareholder, (bb) the date of change in the percentage level of his interests, or (cc) the date of cessation, as the case may be. For the purposes of this Article 167(2), the term “substantial shareholder” shall have the same meaning ascribed to it in Section 81(1) and 81(2) of the Singapore Companies Act, the term “interest” or “interests” shall have the same meaning ascribed to it in Section 7 of the Singapore Companies Act and the term “percentage level” shall have the meaning ascribed to it in Section 83(3) of the Singapore Companies Act. The requirement to give notice under this Article 167(2) shall not apply to the Depository or the clearing house. [Deleted]</del></p> <p><del>(3) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, the provisions of Section 92 of the Singapore Companies Act, giving the Company power to require disclosure of beneficial interest in its shares, shall apply [Deleted]</del></p>	

## NOTICE OF ANNUAL GENERAL MEETING



### CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED

### 中國新城鎮發展有限公司

*(Incorporated as a business company limited by shares under the laws of the British Virgin Islands)*

**(Company Registration Number: 1003373)**

**(Stock Code: 1278)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the members of China New Town Development Company Limited (the “**Company**” and the “**AGM**”, respectively) will be held at Mission Room, 4/F, Hilton Shenzhen Futian, Tower B, Great China International Finance Centre, 1003 Shennan Road, Futian District, Shenzhen, the People’s Republic of China, on Friday, 23 June 2017 at 2:00 p.m. Please be on time to avoid disrupting the AGM as the AGM will commence at the stipulated time. The AGM is convened for the following purposes:

#### **Ordinary Business**

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2016.
2. (a) To re-elect the following directors of the Company (the “**Directors**”) retiring by rotation pursuant to Article 86(1) of the articles of association of the Company (the “**AoA**”):
  - (i) Ms. Yang Meiyu as an executive Director (the “**ED**”);
  - (ii) Mr. Li Yao Min as a non-executive Director (the “**NED**”);
  - (iii) Mr. Kong Siu Chee as an independent non-executive Director (the “**INED**”); and
  - (iv) Mr. Zhang Hao as an INED.
- (b) To re-elect the following Directors retiring pursuant to Article 85(7) of the AoA:
  - (i) Mr. Wei Wei as a NED; and
  - (ii) Mr. Shi Janson Bing as an ED.

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- (c) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2017.
- 3. To re-appoint Messrs Ernst & Young as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration.

### **Special Business**

- 4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares in the share capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the BVI Business Companies Act, 2004 (as amended, supplemented or otherwise modified from time to time) (the “**BVI Act**”) and all other applicable laws, the Hong Kong Code on Share Buy-backs administered by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the total number of Shares to be bought back by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of Shares in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

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(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the BVI Act, applicable laws or the Company’s memorandum and articles of association to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional new shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the memorandum and articles of association of the Company from time to time, shall not exceed 20 per cent. of the total number of Shares in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and



## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution no.4 as set out in the notice convening the annual general meeting of which this Resolution forms part; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to the fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the Resolution nos.4 and 5 as set out in the notice convening the annual general meeting of the Company (the “**Notice**”) of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to the Resolution no.5 as set out in the Notice of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company (the “**Shares**”) to be bought back by the Company under the authority granted pursuant to the resolution no.4 as set out in the Notice of which this Resolution forms part, provided that such amount shall not exceed 10 per cent. of the total number of Shares in issue as at the date of passing of this Resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the amendments to the memorandum of association and the articles of association of the Company as set out in the circular of the Company dated 28 April 2017 be and are hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorised, for and on behalf of the Company, to take all steps and do all acts and things as they consider to be necessary, appropriate or expedient in connection with and to implement or give effect to such amendments, and to execute all such other documents, instruments and agreements (including the affixation of the Company’s common seal) deemed by them to be incidental to, ancillary to or in connection with such amendments.”

By Order of the Board  
**China New Town Development Company Limited**  
**Kwok Siu Man**  
*Company Secretary*

Hong Kong, 28 April 2017

## NOTICE OF ANNUAL GENERAL MEETING

*Registered Office:*  
2/F, Palm Grove House  
P.O. Box 3340  
Road Town, Tortola  
British Virgin Islands

*Headquarters and principal place  
of business in Hong Kong:*  
Suites 4506–4509  
Two International Finance Centre  
No. 8 Finance Street, Central  
Hong Kong

*Notes:*

1. Any Shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the AGM convened by the Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than) one proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles. A proxy need not be a Shareholder of the Company.
2. If a Shareholder wishes to appoint a proxy or proxies, then the enclosed form of proxy must be completed, signed and deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the AGM and its adjourned meeting.
3. Where a Shareholder appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion is specified, the proxy whose name appears first shall be deemed to represent 100 per cent. of the shareholding of the Shareholder and the proxy whose name appears second shall be deemed to be appointed in the alternate.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
5. For determining Shareholders’ entitlement to attend and vote at the AGM, the register of Shareholders will be closed from Tuesday, 20 June 2017 to Friday, 23 June 2017 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the forthcoming AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 June 2017.
6.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, the Shareholders should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. **Personal Data Privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or its adjournment, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of

## NOTICE OF ANNUAL GENERAL MEETING

proxies and representatives appointed for the AGM (including its adjournment) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including its adjournment), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.

*As at the date of this notice, the Board comprises four executive Directors, namely Mr. Liu Heqiang (Chief Executive Officer), Ms. Yang Meiyu, Mr. Ren Xiaowei and Mr. Shi Janson Bing; four non-executive Directors, namely Mr. Wei Wei (Chairman), Mr. Zuo Kun (Vice Chairman), Mr. Li Yao Min (Vice Chairman) and Mr. Xie Zhen; and four independent non-executive Directors, namely Mr. Henry Tan Song Kok, Mr. Kong Siu Chee, Mr. Zhang Hao and Mr. E Hock Yap.*