



YAMADA GREEN RESOURCES LIMITED

(Company Registration No. 201002962E)
(Incorporated in Singapore)
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of YAMADA GREEN RESOURCES LIMITED (the "Company") will be held at 7 Temasek Boulevard, #44-01 Suntec Tower One, The Penthouse, Singapore 038987 on Wednesday, 29 October 2014 at 9.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 30 June 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final tax exempt (one-tier) dividend of RMB0.012 per ordinary share for the financial year ended 30 June 2014. (2012: RMB0.013). **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to the Articles of Association of the Company:
Mr Chen Qiuhai (Retiring under Article 91) **(Resolution 3)**
Mr Chang Feng-chang (Retiring under Article 91) **(Resolution 4)**
Mr Lin Weibin (Retiring under Article 97) **(Resolution 5)**
[See Explanatory Note (i)]
- To approve Directors' fees of S\$180,000 for the financial year ending 30 June 2015, to be paid half yearly in arrears (FY2014: S\$185,000). **(Resolution 6)**
- To re-appoint Messrs BDO LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at the Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**
That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:
(a) (i) issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,
(the "Share Issue Mandate")
provided that:
(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued Shares and Instruments shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
(b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares;
(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST and the Articles of Association of the Company); and
(4) unless varied or revoked by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments. **(Resolution 8)**
[See Explanatory Note (ii)]
- Authority to issue shares under the Yamada Green Resources Share Option Scheme**
That pursuant to Section 161 of the Companies Act, Chapter 50, the Directors of the Company be authorised and empowered to offer and grant share options under the Yamada Green Resources Share Option Scheme (the "Scheme") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of share options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued and/or issuable pursuant to the Scheme and all shares awarded under the Yamada Green Resources Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless varied or revoked by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 9)**
[See Explanatory Note (iii)]
- Authority to issue shares under the Yamada Green Resources Performance Share Plan**
That pursuant to Section 161 of the Companies Act, Chapter 50, the Directors of the Company be authorised and empowered to offer and grant share awards under the Yamada Green Resources Performance Share Plan (the "Plan") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan and ordinary shares to be issued and/or issuable in respect of all share options granted under the Yamada Green Resources Share Option Scheme shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless varied or revoked by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 10)**
[See Explanatory Note (iv)]

NOTICE OF BOOKS CLOSURE DATE FOR FIRST AND FINAL TAX EXEMPT (ONE-TIER) DIVIDEND

NOTICE IS HEREBY GIVEN that the Share Transfer Books and the Register of Members of the Company will be closed on 7 November 2014 for the purpose of determining shareholders' entitlements to a first and final tax exempt (one-tier) dividend of RMB0.012 per ordinary share for the financial year ended 30 June 2014 ("First and Final Tax Exempt (One-Tier) Dividend").

Duly completed registrable transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 6 November 2014 will be registered to determine shareholders' entitlements to the First and Final Tax Exempt (One-Tier) Dividend. In respect of the ordinary shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the First and Final Tax Exempt (One-Tier) Dividend will be paid by the Company to CDP which will, in turn, distribute the First and Final Tax Exempt (One-Tier) Dividend to the CDP account holders in accordance with its normal practice.

The First and Final Tax Exempt (One-Tier) Dividend, if approved by the members at the Annual General Meeting, will be paid on 14 November 2014.

By Order of the Board

Wong Chee Meng Lawrence
Company Secretary
Singapore
13 October 2014

Explanatory Notes:

- Mr Chen Qiuhai will, upon re-election as a Director of the Company, remain as Executive Chairman of the Company.
Mr Chang Feng-chang will, upon re-election as a Director of the Company, remain as the Chairman of Remuneration Committee and a member of the Audit Committee and Nominating Committee respectively and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").
- Resolution 8 above, if passed, will authorise and empower the Directors of the Company from the date of this Annual General Meeting ("AGM") until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares and to issue shares in pursuance of such instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to existing shareholders of the Company.
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the instruments or any convertible securities, new shares arising from the exercise of share options or the vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and any subsequent bonus issue, consolidation or subdivision of shares.
- Resolution 9 above, if passed, will authorise and empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares in the capital of the Company pursuant to the exercise of share options granted under the Yamada Green Resources Share Option Scheme ("Scheme") provided that the aggregate number of additional shares to be issued and/or issuable pursuant to the Scheme and all shares awarded under the Yamada Green Resources Performance Share Plan ("Plan") do not exceed in total (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
- Resolution 10 above, if passed, will authorise and empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares in the capital of the Company pursuant to the vesting of share awards under the Plan provided that the aggregate number of additional shares to be issued pursuant to the Plan and ordinary shares to be issued and/or issuable in respect of all share options granted under the Scheme do not exceed in total (for the entire duration of the Plan) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting (the "Meeting") of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead at the Meeting. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 7 Temasek Boulevard, #43-03 Suntec Tower One, Singapore 038987 not less than forty-eight (48) hours before the time appointed for holding the Meeting.
- By submitting the instrument appointing a proxy or proxies and/or representative to attend and vote at the Meeting, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy or proxies and/or representative appointed for the Meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting, 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 member discloses the personal data of the member's proxy or proxies and/or representative to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy or proxies and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy or proxies and/or representative for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Yamada Green Resources Limited (the "Company") will be held at 7 Temasek Boulevard, #44-01 Suntec Tower One, The Penthouse, Singapore 038987 on Wednesday, 29 October 2014 at 10.00 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day and at the same venue at 9.00 a.m.) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution, which will be proposed as Ordinary Resolution:

ORDINARY RESOLUTION:

THE PROPOSED ACQUISITION

That:

- approval be and is hereby given, for the purpose of Chapter 10 of the Listing Manual of the SGX-ST, for the acquisition by Sanming Shansheng Forestry Co., Ltd. (三明山盛林业有限公司) (the "Lessee"), a wholly-owned subsidiary of the Company, of the lease for the Plantation from Jiangle Shanfeng Bamboo Co., Ltd. (将乐县山丰竹业有限公司) (the "Lessor"), for an aggregate consideration of RMB234,500,000, in accordance with the terms and conditions of the Agreement dated 9 September 2014; and
- the Directors of the Company and each of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including executing all such documents as may be required) for the purposes of giving effect to or facilitating the Proposed Acquisition with full power to assent to any condition, amendment, alteration, modification or variation (including to the Agreement dated 9 September 2014) as may be required or as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete the transactions contemplated in the Proposed Acquisition and to give effect to this Resolution.

By Order of the Board

Chen Qiuhai
Executive Chairman and Chief Executive Officer
13 October 2014

IMPORTANT : Please read notes below.

NOTES:

- Terms and expressions not defined herein have the same meanings ascribed to them in the Circular to Shareholders dated 13 October 2014.
- A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote on his/her stead at the Meeting. A proxy need not be a member of the Company.
- The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a body corporate, signed by an attorney duly authorised, or by an officer on behalf of the corporation, or the common seal must be affixed thereto.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 7 Temasek Boulevard #43-03 Suntec Tower One, Singapore 038987 at least 48 hours before the time fixed for holding the Meeting or any postponement or adjournment thereof.
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), 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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.