

28 August 2015

**Aseana Properties Limited**  
("Aseana" or the "Company")

**Extraordinary General Meeting Resolutions**

At the Extraordinary General Meeting of the Company duly convened and held at 12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands on Thursday, 27 August 2015 at 9.30 a.m., the following Resolutions were passed:

**Special Resolutions**

**1. THAT:**

- 1.1. (i) the authorised share capital of the Company be and is hereby increased by US\$0.50 by creation of 10 Management Shares of US\$0.05 each, so that the current authorised share capital of US\$100,000,000 divided into 2,000,000,000 Ordinary Shares of US\$0.05 each becomes US\$100,000,000.50 divided into 2,000,000,000 Ordinary Shares of US\$0.05 each and 10 Management Shares of US\$0.05 each; and (ii) to give effect to the foregoing change, paragraph 5 of the Memorandum of the Company be and is hereby deleted and replaced with the following: "The share capital of the Company is US\$100,000,000.50 divided into 2,000,000,000 ordinary shares of US\$0.05 each and 10 management shares of US\$0.05 each.";
- 1.2. the Articles of the Company be amended with immediate effect as described in Part 3B of the Circular to incorporate the Management Share rights; and
- 1.3. pursuant to articles 1.2(j), 2.3, 2.4(c) and 2.5 of Articles of the Company, the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with the Articles of the Company to exercise all powers of the Company to issue Management Shares in the Company, dis-applying all pre-emption rights in the Articles of the Company, PROVIDED THAT:
  - (i) such powers shall be limited to the allotment of up to the aggregate nominal amount of US\$0.10; and
  - (ii) the authority hereby conferred shall expire on 31 October 2015 unless such authority is renewed, varied or revoked by the Company in general meeting.

**2. THAT**, conditional on the passing of Resolution 1:

- 2.1. pursuant to articles 1.2(j) and 2.7 of the Articles of the Company, the issued and unissued Ordinary Shares of the Company be and are hereby converted into redeemable Ordinary Shares subject to and in accordance with the Company's amended articles of association with effect immediately upon this Resolution being passed, and any variation of rights of such occurring as a result of such conversion of the shares be and is approved; and
- 2.2. the Articles of the Company be amended with immediate effect as described in Part 3C of the Circular.