



THB

CHINA AUTO ELECTRONICS GROUP LIMITED

(Incorporated in Bermuda)
(Registration No. : 34300)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Siloso 4 Level 1, Shangri-La's Rasa Sentosa Resort, 101 Siloso Road, Sentosa, Singapore 098970 on 10 June 2016 at 9.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2015 together with the reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors who retire in accordance with Bye-Law 107A and 107B of the Company's Bye-Laws, and who, being eligible, offer themselves for re-election:
 - (a) Mr Yang Yong Jun (under Bye-Law 107A) **(Resolution 2)**
[Please see Explanatory Note (i)]
 - (b) Mr Chua Meng Hing (under Bye-Laws 107B) **(Resolution 3)**
[Please see Explanatory Note (ii)]
3. To approve the payment of S\$185,000 as directors' fees to Independent Directors for the financial year ending 31 December 2016 and to pay the directors' fees in arrears on a quarterly basis over the financial year 2016. **(Resolution 4)**
4. To re-appoint Messrs PricewaterhouseCoopers LLP as the Auditors of the Company for financial year ending 31 December 2016 and to authorise the Directors to fix the remuneration. **(Resolution 5)**
5. Any other business.

SPECIAL BUSINESS:

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

6. "That pursuant to the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the issued share capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority shall 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 the earlier." **(Resolution 6)**

By Order of the Board

Teo Chee Shi
Company Secretary
23 May 2016

Explanatory Notes

- (i) Mr. Yang Yong Jun will, upon his re-election as director of the Company, remain as Non-Executive Director for the Company.
- (ii) Mr Chua Meng Hing will upon his re-election as director of the Company, remains as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General 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.