



CHINA FISHERY GROUP LIMITED

(Incorporated in the Cayman Islands)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of China Fishery Group Limited (the "Company" or "CFGL") will be held at Ballroom II, InterContinental Singapore, 80 Middle Road, Singapore 188966 on Monday, January 27, 2014 at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended September 28, 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final dividend of 1.00 Singapore cent per ordinary share (tax not applicable) for the year ended September 28, 2013, payable in cash (2012: 1.90 Singapore cents per ordinary share (tax not applicable)). **(Resolution 2)**
3. To re-elect the following Directors of the Company (the "Directors") retiring by rotation pursuant to Article 107 of the Company's Articles of Association:
Mr Ng Joo Kwee **(Resolution 3)**
Mr Chan Tak Hei **(Resolution 4)**
Mr Tse Man Bun **(Resolution 5)**

Mr Tse Man Bun will, upon re-election as a Director, remain a member of each of the Audit and Risk Management Committee, the Remuneration Committee and the Investment Committee, and chairman of each of the Nominating Committee and the Corporate Social Responsibility Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. To approve the payment of Directors' fees amounting to S\$150,000 for the financial year ending September 28, 2014, payable monthly in arrears (2013: S\$150,000). **(Resolution 6)**
5. To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
6. 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:

7. Authority To Issue New Shares

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the directors of the Company to issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise, and/or 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) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and (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 while this resolution is in force, provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed fifty percent (50%) of the total number of issued shares in the capital of the Company at the time 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 all shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed twenty percent (20%) of the total number of issued shares in the capital of the Company;
- (b) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (a) above, the total number of issued shares shall be based on the total number of issued shares of the Company as at the date of the passing of this resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next annual general meeting 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 accordance with the terms of convertible securities issued, made or granted pursuant to this resolution, until the issuance of such Shares in accordance with the terms of such convertible securities.

[See Explanatory Note (i)]

(Resolution 8)

8. Authority To Allot And Issue Shares Under The CFGL Share Awards Scheme

That authority be given to the Directors to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the CFGL Share Awards Scheme (the "Scheme"), provided that the aggregate number of new Shares to be issued pursuant to:

- (a) the Scheme, shall not exceed ten percent (10%) of the total number of issued shares in the capital of the Company as at the date of approval of the Scheme by the shareholders of the Company (the "Shareholders"); and
- (b) the Scheme and any other share scheme which the Company may have in place, shall not exceed fifteen percent (15%) of the total number of issued shares in the capital of the Company from time to time.

[See Explanatory Note (ii)]

(Resolution 9)

9. Authority To Allot And Issue Shares Under The CFGL Scrip Dividend Scheme

That authority be given to the Directors to allot and issue from time to time such number of new fully-paid Shares as may be required to be allotted and issued pursuant to the CFGL Scrip Dividend Scheme (the "Scrip Dividend Scheme").

[See Explanatory Note (iii)]

(Resolution 10)

By Order of the Board

Yvonne Choo
Company Secretary

Singapore, January 3, 2014

Explanatory Notes:

- (i) Ordinary Resolution 8, if passed, will empower the Directors from the date of the above meeting until the date of the next annual general meeting of the Company, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued shares in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro-rata basis.
- (ii) Ordinary Resolution 9, if passed, will empower the Directors to allot and issue new fully-paid Shares pursuant to the vesting of the awards under the Scheme (which was approved by the Shareholders at the extraordinary general meeting held on 30 April 2007), provided that the aggregate number of Shares to be issued pursuant to (a) the Scheme shall not exceed ten percent (10%) of the total number of issued shares in the capital of the Company as at the date of approval of the Scheme by the Shareholders and (b) the Scheme and any other share scheme which the Company may have in place, shall not exceed fifteen percent (15%) of the total number of issued shares in the capital of the Company from time to time.
- (iii) Ordinary Resolution 10, if passed, will empower the Directors to allot and issue new fully-paid Shares pursuant to the Scrip Dividend Scheme, which was adopted by the Company in November 2009, to the Shareholders who, in respect of a qualifying dividend, have elected to receive their dividends in the form of shares in lieu of the cash amount of that qualifying dividend.

Notes:

1. A Shareholder is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If a depositor wishes to appoint a proxy/proxies to attend the Annual General Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Company's Share Transfer Agent in Singapore, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758, not less than forty-eight (48) hours before the time of the Annual General Meeting.
3. If the depositor is a corporation, then the Depositor Proxy Form must be executed under its common seal or the hand of its duly authorised officer or attorney and must be deposited at the office of the Company's Share Transfer Agent in Singapore, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758, not less than forty-eight (48) hours before the time of the Annual General Meeting.