

NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Tenth Annual General Meeting** of CHINA HAIDA LTD. ("the Company") will be held at **Chartroom, Level 2 Raffles Marina 10 Tuas West Drive Singapore 638404** on **Tuesday, 29 April 2014 at 2.00 p.m.** for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors who retire in accordance with Article 107 of the Company's Articles of Association:--
(a) Ms Zhao Guiying **(Resolution 2)**
(b) Mr Ong Kian Guan **(Resolution 3)**
[Please refer to Explanatory Note (i)]
3. To approve Directors' fees of S\$95,000 for the financial year ended 31 December 2013. (2012: S\$95,000) **(Resolution 4)**
4. To re-appoint Messrs Crowe Horwath First Trust LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. Authority to Issue Shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to issue shares (whether by way of rights, bonus or otherwise) and convertible securities in the Company at any time to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares excluding treasury shares issued by the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares issued by the Company. For the purpose of this resolution, the total number of issued shares excluding treasury shares to be issued by the Company shall be based on the total number of issued shares excluding treasury shares issued by the Company at the time this resolution approving the mandate is passed (after adjusting for any new shares arising from conversion or exercise of convertible securities; or new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the option or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual and any subsequent bonus issue, consolidation or subdivision of shares in the Company), 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.
[Please refer to Explanatory Note (ii)] **(Resolution 6)**

7. The proposed renewal of the Shareholders' Mandate for Interested Person Transactions

That:
(a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the Company and its subsidiary, or either of them, to enter into any of the transactions falling within the types of interested person transactions set out in the Appendix dated **11 April 2014 ("Appendix A")** accompanying this notice, with the interested persons described in the Addendum, and that such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
(b) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
(c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interest of the Company to give effect to this Resolution.
[Please refer to Explanatory Note (iii)] **(Resolution 7)**

8. The Proposed Renewal of the Share Purchase Mandate

That:
(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
(i) market purchase(s) on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
(i) the date on which the next Annual General Meeting of the Company ("AGM") is held; and
(ii) the date by which the next AGM is required by law to be held;
(c) in this Resolution:
"Average Closing Price" means the average of the closing market prices of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the shares are listed or quoted immediately preceding the date of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;
"Day of the making of the offer" means the day on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
"Market Day" means a day on which the SGX-ST is open for trading in securities;
"Maximum Percentage" means that number of issued Shares representing 2.3% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and
"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed 105% of the Average Closing Price of the Shares;
(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.
[Please refer to Explanatory Note (iv)] **(Resolution 8)**

By Order of the Board

Yoo Loo Ping
Company Secretary
Singapore, 11 April 2014

Explanatory Notes:

- (i) Ms Zhao Guiying will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman and will be considered non-independent. Mr Ong Kian Guan will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee, and Remuneration Committee and will be considered independent.
- (ii) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may issue under this resolution would not exceed fifty per centum (50%) of the total number of issued shares excluding treasury shares of the Company at the time of the passing of this resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares of the Company.
For the purpose of this resolution, the percentage of total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.
- (iii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will allow the Company and its subsidiary to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual of the SGX-ST. Please refer to Appendix A accompanying this notice for details.
- (iv) The Ordinary Resolution 8 proposed in item 8 above, if passed, will authorise the Directors of the Company to purchase its own shares subject to and in accordance with the rules of SGX-ST. Please refer to Appendix B accompanying this notice for details.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or under the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the Meeting.