



CHINA FIBRETECH LTD.

(Incorporated in Bermuda)
(Company Registration No. 40381)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Fibretech Ltd. (the “Company”) will be held at Chinese Swimming Club, 21 / 34 Amber Road, Singapore 439870 on Wednesday, 19 September 2018 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
- To approve the payment of Directors’ fees of S\$125,350.00 for the financial year ended 31 December 2017 (2016: S\$60,000). **(Resolution 2)**
- To re-elect Mr Choo Han Kiat, Eric who retires by rotation pursuant to the Bye-law 86 of the Company and who, being eligible, will offer himself for re-election. **(Resolution 3)**
- To re-elect Mr Toh Hai Joo, a Director retiring pursuant to the Bye-law 85(6) of the Company and who, being eligible, will offer himself for re-election. **(Resolution 4)**
[See Explanatory Note (1)]
- To re-appoint Messrs RT LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business that 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:

- Authority to issue shares and convertible securities **(Resolution 6)****
“That pursuant to 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 of 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) 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 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 while this Resolution was in force, provided that:
(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
(ii) any subsequent bonus issue or consolidation or subdivision of shares,
and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
(3) in exercising the authority 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 Monetary Authority of Singapore) and the Constitution for the time being of the Company; and
(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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.
(See Explanatory Note (2))
- China Fibretech Share Award Scheme **(Resolution 7)****
That the Directors of the Company be and are hereby authorised to grant awards of fully-paid ordinary shares in the capital of the Company (“**Awards**”) in accordance with the provisions of the China Fibretech Share Award Scheme set out in the Company’s Circular to Shareholders dated 9 April 2009 (the “**Scheme**”), and to allot, issue, transfer and/or deliver from time to time such number of fully-paid ordinary shares in the capital of the Company as may be required to be issued or delivered pursuant to the vesting of Awards under the Scheme, provided that the aggregate number of shares to be issued or delivered pursuant to the Scheme and pursuant to all other share option or other share schemes of the Company shall not exceed 15 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time.
[See Explanatory Note (3)]

BY ORDER OF THE BOARD

Lee Wei Hsiung
Company Secretary
Singapore, 28 August 2018

Explanatory Notes:

- Mr Toh Hai Joo will, upon re-election as a Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
The Directors who have offered themselves for re-election have each confirmed that, they do not have any relationship (including immediate family relationships) with the other Directors, the Company or its 10% shareholders. The current directorships in other listed company (if any) and details of other principal commitments held by each of these Directors are set out on pages 5 to 7 of this Annual Report.
- Ordinary Resolution 6, if passed, will authorise the directors to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (the “50% Limit”), with a sub-limit of 20 per cent for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. As at 16 August 2018, the Company had 4,000 treasury shares and no subsidiary holdings.
- Ordinary Resolution 7, if passed, will authorise the Directors of the Company from the date of this Annual General Meeting until 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 to grant Awards in accordance with the provisions of the Scheme and to allot and issue shares under the Scheme, provided that the aggregate number of shares to be issued or delivered pursuant to the Scheme and pursuant to all other share option or other share schemes of the Company shall not exceed 15 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

Note:

- A registered Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- If a registered Shareholder is unable to attend the Annual General Meeting and wishes to appoint a proxy to attend and vote at the Annual General Meeting in his stead, then he should complete and sign the relevant Member Proxy Form and deposit the duly completed Member Proxy Form at the office of the Company’s Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than 48 hours before the time appointed for the Annual General Meeting.
- A depositor registered and holding Shares through The Central Depository (Pte) Limited (“**CDP**”) who/which is (i) an individual but is unable to attend the Annual General Meeting personally and wishes to appoint a nominee to attend and vote; or (ii) a corporation, must complete, sign and return the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company’s Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than 48 hours before the time appointed for the Annual General Meeting.
- If a Shareholder who has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members is unable to attend the Annual General Meeting and wishes to appoint a proxy, he should use the Depositor Proxy Form and the Member Proxy Form for, respectively, the Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members.
- A Depositor who is an individual and who wishes to attend the Annual General Meeting in person need not take any further action and can attend and vote at the Annual General Meeting as CDP’s proxy without the lodgement of any proxy form.

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Special General Meeting (“**SGM**”) of CHINA FIBRETECH LTD. (the “**Company**”) will be held at Chinese Swimming Club, 21 / 34 Amber Road, Singapore 439870 on Wednesday, 19 September 2018 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

Unless otherwise defined, all terms defined in this Notice of SGM shall have the same meanings as those defined or construed in the Circular dated 28 August 2018 issued by the Company to the Shareholders.

ORDINARY RESOLUTION 1 – THE PROPOSED SHARE SPLIT OF EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO TWO (2) SHARES (THE “PROPOSED SHARE SPLIT”)

That:

- on and with effect from the Share Split Books Closure Date to be determined by the Directors of the Company, every one (1) existing ordinary share in the capital of the Company be sub-divided into two (2) ordinary shares in the capital of the Company; and
- the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including but not limited to executing all such agreements and documents as may be required, approving any amendments, alterations or modifications to any documents, and filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary or in the interests of the Company to give effect to the Proposed Share Split, and to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

ORDINARY RESOLUTION 2 – THE PROPOSED PLACEMENT OF 50,000,001 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$0.60 PER PLACEMENT SHARE (THE “PROPOSED PLACEMENT”)

That:

- approval be and is hereby given for the Proposed Placement, on the terms and subject to the conditions of the Subscription Agreements, pursuant to the Listing Rules, details of which have been set out in the Circular; and
- the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including but not limited to executing all such agreements and documents as may be required, approving any amendments, alterations or modifications to any documents, and filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary or in the interests of the Company to complete the transactions contemplated in the Subscription Agreements and to give effect to the Proposed Placement, and to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

ORDINARY RESOLUTION 3 – DIVERSIFICATION OF THE COMPANY’S EXISTING BUSINESS TO INCLUDE INFRASTRUCTURE INVESTMENT (THE “PROPOSED BUSINESS DIVERSIFICATION”)

That:

- approval be and is hereby given for the Proposed Business Diversification and for the Company and its subsidiaries to engage in the Proposed New Business, and any other activities necessary or desirable in connection therewith; and
- the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including but not limited to executing all such agreements and documents as may be required, approving any amendments, alterations or modifications to any documents, and filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary or in the interests of the Company to give effect to the Proposed Business Diversification, and to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

ORDINARY RESOLUTION 4 – THE PROPOSED INVESTMENT IN BO DAO ROAD CONSTRUCTION CO., LTD (THE “PROPOSED INVESTMENT”)

That:

- approval be and is hereby given for the Company to effect and complete the Proposed Investment and all transactions in relation thereto, on the terms and subject to the conditions set out in the Investment Agreement; and
- the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including but not limited to executing all such agreements and documents as may be required, approving any amendments, alterations or modifications to any documents, and filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary or in the interests of the Company to complete the transactions contemplated in the Investment Agreement and to give effect to the Proposed Investment, and to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

SPECIAL RESOLUTION – THE PROPOSED CHANGE OF NAME OF THE COMPANY TO RAFFLES INFRASTRUCTURE HOLDINGS LIMITED (THE “PROPOSED CHANGE OF NAME”)

That:

- the name of the Company be and is hereby changed from “China Fibretech Ltd.” to “Raffles Infrastructure Holdings Limited”;
- the name “China Fibretech Ltd.” be substituted for “Raffles Infrastructure Holdings Limited” wherever the latter name appears in the Constitution of the Company; and
- the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including but not limited to executing all such agreements and documents as may be required, approving any amendments, alterations or modifications to any documents, and filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Name, and to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

BY ORDER OF THE BOARD

Lee Wei Hsiung
Company Secretary
Singapore, 28 August 2018

Notes:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote in his/her stead at the SGM. A proxy need not be a member of the Company.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the SGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. “Relevant intermediary” has the meaning ascribed to it under the Bermuda Companies Act.
- The instrument appointing a proxy or proxies must be deposited 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 SGM.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the shareholder discloses the personal data of the shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.