



CFM Holdings Limited

(Company Registration No.: 200003708R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the Circular dated 8 April 2015 ("**Circular**") issued by CFM Holdings Limited.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of CFM HOLDINGS LIMITED (the "**Company**") will be held at 9 Ah Hood Road Singapore 329975, East Asia Institute of Management on 30 April 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendment the following resolutions:

SPECIAL RESOLUTION 1: THE PROPOSED AMENDMENTS TO THE MEMORANDUM OF THE COMPANY THAT,

- (a) the memorandum of association of the Company be and is hereby amended in the following manner
- (1) By deleting Clause 3 in its entirety;
 - (2) By renumbering Clause 4 as Clause 3;
 - (3) By renumbering Clause 5 as Clause 4 and amend the existing Clause 5 (the renumbered Clause 4) as follows:

"4. 5. The nominal capital of the Company is S\$50,000,000 divided into 250,000,000 ordinary shares of S\$0.20 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise."

- (b) any Director of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as he may consider expedient or necessary to give effect to this resolution.

SPECIAL RESOLUTION 2: THE PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY THAT,

- (a) the new Articles of Association of the Company in the form as set out in Appendix 2 of the Circular be and are hereby adopted, be and are hereby approved;
- (b) any Director of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as he may consider expedient or necessary to give effect to this resolution.

ORDINARY RESOLUTION 3: THE PROPOSED CFM PERFORMANCE SHARE PLAN THAT,

- (a) the performance share plan to be known as the "CFM Performance Share Plan" ("Plan") particulars of which are set out in the Circular, under which Awards will be granted, free of charge, to selected employees of the Group, be and is hereby approved;
- (b) the Directors of the Company be and is hereby authorised:
- (i) to establish and administer the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to grant Awards in accordance with the provisions of the Plan and pursuant to Section 161 of the Companies Act;
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Plan; and
 - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution; and
- (c) the Board of Directors be and is hereby authorised to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that subject to the passing of this Ordinary Resolution 3, the total number of New Shares which may be issued pursuant to Awards granted under the Plan shall not exceed 15% of the issued Shares of the Company (excluding any Shares held in treasury) on the day Shareholders approve the Plan, provided always that the total number of New Shares which may be issued pursuant to Awards granted under the Plan when aggregated with the aggregate number of Shares which may be granted under any other share plan or share option scheme shall not exceed any limits prescribed by the SGX-ST.

ORDINARY RESOLUTION 4: THE PROPOSED PARTICIPATION OF IP KWOK WING IN THE PROPOSED CFM PERFORMANCE SHARE PLAN

THAT Ip Kwok Wing, be authorised to participate in the Plan, provided always that the New Shares to be issued to Ip Kwok Wing pursuant to the Plan, shall not exceed 10% of the aggregate number of New Shares issued under the Plan in conformity with the limits prescribed therein.

[Please see Explanatory Note]

ORDINARY RESOLUTION 5: THE PROPOSED PARTICIPATION OF JANET LIM FONG LI IN THE PROPOSED CFM PERFORMANCE SHARE PLAN

THAT Janet Lim Fong Li be authorised to participate in the Plan, provided always that the New Shares to be issued to Janet Lim Fong Li pursuant to the Plan, shall not exceed 10% of the aggregate number of New Shares issued under the Plan in conformity with the limits prescribed therein.

[Please see Explanatory Note]

ORDINARY RESOLUTION 6: THE PROPOSED PARTICIPATION OF KENNETH IP YEW WA IN THE PROPOSED CFM PERFORMANCE SHARE PLAN

THAT Kenneth Ip Yew Wa be authorised to participate in the Plan, provided always that the New Shares to be issued to Kenneth Ip Yew Wa pursuant to the Plan, shall not exceed 10% of the aggregate number of New Shares issued under the Plan in conformity with the limits prescribed therein.

[Please see Explanatory Note]

BY ORDER OF THE BOARD

Yoo Loo Ping
Company Secretary
8 April 2015

Explanatory Note:

The total number of the New Shares to be issued to Ip Kwok Wing, Janet Lim Fong Li and Kenneth Ip Yew Wa shall not exceed 25% of the aggregate number of New Shares available under the Plan in conformity with the limits prescribed therein.

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint one or two proxies to attend in his/her stead. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 4 Ang Mo Kio Avenue 12, #05-01 CFM Building, Singapore 569498 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
4. Personal data privacy:
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), 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) 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.
5. This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**"). The Company's Sponsor has not independently verified the contents of this notice including the correctness of any of the figures used, statements or opinions made.

This notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Liau H.K.

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