

CHINA PRINT POWER GROUP LTD

(Incorporated in Bermuda with limited liability)
(Company Registration No. 39018)
(Hong Kong Stock Code: 6828)
(Singapore Stock Code: B3C)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Print Power Group Ltd (the “Company”) will be held at 1 Robinson Road #18-00, AIA Tower, Singapore 048542 on Monday, 28 April 2014 at 2:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and audited financial statements for the financial year ended 31 December 2013 and the auditor’s report thereon.

(Resolution 1)

2. To re-elect the following Directors retiring pursuant to Bye-law 86(1) of the Bye-laws of the Company:

Mr Sze Chun Lee as an Executive Director

(Resolution 2)

Mr Lim Siang Kai as an Independent Non-Executive Director

(Resolution 3)

Mr Wee Piew as an Independent Non-Executive Director

(Resolution 4)

Mr Lim Siang Kai will, upon re-election as a Director of the Company, shall remain as Chairman of the Board, Chairman of Remuneration Committee and a member of the Audit and Nominating Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Wee Piew will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and member of the Nominating Committee and of the Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

3. To re-appoint Mr Hung Tao as a Director retiring pursuant to Bye-law 85(6) of the Bye-laws of the Company.

(Resolution 5)

4. To approve the sum of up to S\$87,150 and HK\$120,000 as Directors’ fees for the financial year ending 31 December 2014 (2013: S\$81,900 and HK\$240,000).

(Resolution 6)

5. To re-appoint BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountant, Singapore as joint auditors of the Company.

(Resolution 7)

AS SPECIAL BUSINESS

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

6. General Share Issue Mandate

“That, pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (the “**Companies Act**”) and the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**SEHK**”), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (a) (i) issue shares in the Company (the “**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 during the continuance of such authority or thereafter, 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 Board may, in their absolute discretion, deem fit; and
- (b) issue Shares in pursuance of any Instrument made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this resolution);

Provided always, that subject to any applicable regulations as may be prescribed by the SGX-ST and the SEHK:

- (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% of the issued Shares in the capital of the Company (excluding treasury shares) (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 the shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 20% of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for: (aa) 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 (bb) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual as amended from time to time (unless such compliance has been waived by the SGX-ST), the Hong Kong Listing Rules as amended from time to time (unless such compliance has been waived by the SEHK) and the Bye-laws of the Company; and
- (4) unless revoked or varied by an ordinary resolution of shareholders in general meeting, such 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 Notes (1) and (3) **(Resolution 8)**

7. Authority to allot and issue shares under the China Print Power Employee Share Option Scheme 2011

“That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provision of the China Print Power Employee Share Option Scheme 2011 (“**2011 Scheme**”) and to allot, issue or deal with from time to time such number of Shares in the Company as may be required to be allotted, issued or dealt with pursuant to the exercise of the options under 2011 Scheme, provided that the aggregate number of Shares to be allotted, issued or dealt with pursuant to the options granted under the 2011 Scheme shall not in aggregate exceed ten percent (10%) of the issued share capital of the Company (excluding treasury shares from time to time.”

See Explanatory Notes (2) and (3)

(Resolution 9)

8. To transact any other business that may be properly transacted at the Annual General Meeting.

By Order of the Board

Sze Chun Lee

Executive Director & Chief Executive Officer

Singapore, 25 March 2014

Explanatory Notes:

1. The ordinary resolution 8 proposed in item 6 above, if passed, will empower the Directors of the Company to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution is passed after adjusting for 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 when this ordinary resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution is passed.

2. The ordinary resolution 9 proposed in item 7 above, if passed, will empower the Directors of the Company to allot and issue Shares in the Company of up to a number not exceeding in total ten percent (10%) of the total number of issued share capital of the Company (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the 2011 Scheme.

For the purpose of this resolution, the total number of issued share capital (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 bonus issue, consolidation or subdivision of shares.

3. **IMPORTANT: Notwithstanding the passing of the ordinary resolutions 8 and 9, the Company shall from time to time comply with the relevant requirements under the Hong Kong Listing Rules in relation to issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.**

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Notice of Annual General Meeting

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Notes:

1. A member 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.
2. The instrument appointing a proxy must be lodged at the Company's share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders), or at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, with effect from 31 March 2014) (for Hong Kong Shareholders), not less than **forty-eight (48)** hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof.
3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. A depositor whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorized officer or attorney and lodge the same at the office of the Company's Singapore Principal Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than **forty-eight (48)** hours before the time appointed for the meeting.