



CHINA POWERPLUS LIMITED

(Incorporated in Singapore)
(Company Registration Number 200208614Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of China Powerplus Limited will be held at 130 Tuas South Avenue 2 West Point Bizhub Singapore 637170 on Wednesday, 30 April 2014 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' Report and Auditors' Report thereon. **Resolution 1**
2. To approve Directors' fees of S\$119,500 for the financial year ended 31 December 2013 [2012: S\$130,000]. **Resolution 2**
3. To re-elect Mr Ong Su Aun Jeffrey who is retiring under Article 117 of the Articles of Association. **Resolution 3**
Mr Ong Su Aun Jeffrey will upon re-election as Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees 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 re-elect Mr Danny Oh Beng Teck who is retiring under Article 107 of the Articles of Association. **Resolution 4**
Mr Danny Oh Beng Teck will upon re-election as Director of the Company, remain as the Chairman of the Audit, Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
5. To re-elect Madam Guo Dianyan who is retiring under Article 107 of the Articles of Association. **Resolution 5**
6. To re-appoint Messrs RSM Chio Lim LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

8. Authority to issue shares

"That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force;

at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, provided always that 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 total number of issued shares (excluding treasury shares) of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company, and for the purpose of this resolution, the issued share capital shall be the total number of issued shares (excluding treasury shares) of the Company at the time this resolution is passed, after adjusting for;

- a) new shares arising from the conversion or exercise of convertible securities;
- b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- c) any subsequent consolidation or subdivision of the Company's shares; and

such authority shall, unless revoked or varied by the Company at a general meeting, continue in force (i) until the conclusion of the 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 the earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution, until the issuance of such shares in accordance with the terms of the Instruments. **Resolution 7**

BY ORDER OF THE BOARD

Tan Min-Li
Company Secretary
Singapore, 15 April 2014

Statement Pursuant to Article 71 of the Company's Articles of Association

The effect of the resolution under the heading "Special Business" in this Notice of the Annual General Meeting is:

- 1) Resolution 7 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the total number of issued shares (excluding treasury shares) of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued share (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (ii) A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy must be deposited at the Company's registered office at 80 Robinson Road #02-00 Singapore 068898 at least 48 hours before the time of the Meeting.