



CHINA TAISAN TECHNOLOGY GROUP HOLDINGS LIMITED

(Company Registration No. 200711863D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Taisan Technology Group Holdings Limited will be held at Seletar main club lobby, Kingfisher I&II, Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on 29 May 2015 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors of the Company. **(Resolution 1)**
[See Explanatory Note (i)]
2. To re-elect the following Directors retiring pursuant to Article 90 of the Articles of Association of the Company:
 - a. Mr Choi Cheung Kong
Mr Choi Cheung Kong will, upon re-election as a Director of the Company, remain as a Non-Executive Director of the Company, the member of the Audit committee, Nominating committee and Remuneration committee. **(Resolution 2)**
 - b. Mr John Ngan See Juan
Mr John Ngan See Juan will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, the Chairman of the Remuneration committee. and member of Nominating committee and Audit committee **(Resolution 3)**
3. To approve the payment of Directors' fees of S\$ 82,000 to the Directors of the Company for the financial year ended 31 December 2014. **(Resolution 4)**
4. To re-appoint Mazars LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
5. To transact any other business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications: "Resolved that
 - (a) pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Act**") and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company 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 provided that the aggregate number of shares and convertibles securities to be issued pursuant to this Resolution does not exceed more than 50% of the total number of issued shares (excluding treasury shares), of which the aggregate number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders must be not more than 20% of the total number of issued shares (excluding treasury shares);
 - (b) for the purpose of determining the aggregate number of shares that may be issued under (a) above, the percentage of issued share capital is based on the issued share capital of the Company (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares; and
 - (c) 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."**(Resolution 6)**

[See Explanatory Note (ii)]

By Order of the Board

Tan Swee Gek
Company Secretary

[7 May 2015]

Explanatory Notes:

- (i) The Audited Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors of the Company will be published in the Company's Annual Report for FY2014 which will be issued to shareholders some time on or around [13 May 2015].
- (ii) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued share capital of the Company (excluding treasury shares); at the time of passing of this resolution, of which up to 20% may be issued other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares which may be issued, the percentage of share capital shall be based on the Company's issued share capital (excluding treasury shares) at the time this Ordinary Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed and (c) any subsequent consolidation or subdivision of shares.

Notes:

- 1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- 2) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Robinson Road, #17-02, Singapore 068898 at least 48 hours before the time of the Annual General Meeting.