



SUNTAR ECO-CITY LIMITED
(Company Registration Number 200613997H)
(the "Company")
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SUNTAR ECO-CITY LIMITED (the "Company") will be held at 10 Ang Mo Kio Street 65, #06-10 Techpoint, Singapore 569059, on Thursday, 30 April 2015 at 10 a.m. for the following purposes:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2014 together with the Auditors' Report thereon. (Resolution 1)
- To re-elect the following Directors of the Company retiring pursuant to Article 93 of the Company's Articles of Association:
Dr Lan Weiguang (Resolution 2)
Mr Lan Chunguang (Resolution 3)
[See Explanatory Note (i)]
- To re-appoint Mr He Kaijun, a Director of the Company retiring pursuant to Section 153(6) of the Companies Act, Cap. 50, who is over 70 years of age, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. [See Explanatory Note (ii)] (Resolution 4)
- To approve the payment of Directors' fees of S\$48,001.00 and RMB36,000.00 respectively (2013: S\$48,001.00) for the financial year ended 31 December 2014. (Resolution 5)
- To re-appoint Messrs Deloitte & Touche LLP, Public Accountants and Chartered Accountants, as the Company's Auditors and to authorise the Directors of the Company to fix their remuneration. (Resolution 6)
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

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

- Authority to allot and issue shares up to fifty percent (50%) of Company's total number of issued shares excluding treasury shares.
"That, pursuant to Section 161 of the Companies Act, Cap. 50 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:-
(a) (i) issue shares in the capital 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 fifty percent (50%) of the Company's total number of issued shares 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 existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty percent (20%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below). Unless prior shareholder approval is required under the Listing Manual of the SGX-ST, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
(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 sub-paragraph (1) above, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares 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, 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 of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association 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 (iii)] (Resolution 7)

By Order of the Board

Chew Kok Liang
Company Secretary
Singapore, 15 April 2015

Explanatory Notes:

- (i) Dr Lan Weiguang will, upon the re-election as a Director of the Company, remain as a Non-Independent Non-Executive Chairman of the Company and will be considered non-independent.
Mr Lan Chunguang will, upon the re-election as a Director of the Company, remain as an Executive Director / Chief Executive Officer of the Company and will be considered non-independent.
- (ii) Ordinary Resolution 4 is to re-appoint a Director of the Company who is over 70 years of age. Mr He Kaijun will, upon re-appointment as a Director of the Company, remain as Chairman of Nominating Committee and Remuneration Committee and Member of Audit Committee and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (iii) Ordinary Resolution 7 is to empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty percent (50%) of the Company's total number of issued shares excluding treasury shares of the Company. For issues of shares other than on a *pro rata* basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty percent (20%) of Company's total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instrument made or granted under this authority.

Notes:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his 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 common seal or under the hand of its attorney or a duly authorised officer.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 6 Battery Road #10-01 Singapore 049909, not less than 48 hours before the time set for the Annual General Meeting.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General 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.