



**CHINA FIBRETECH LTD.**  
(Company Registration No. 40381)  
(Incorporated in Bermuda)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Fibretech Ltd. (the "Company") will be held at Riverview Hotel Singapore, Hibiscus Room at level 3, 382 Havelock Road, Singapore 169629 on Wednesday, 29 April 2014 at 9.00 a.m. for the following purposes:

### As Ordinary Business

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2014, together with the Independent Auditor's Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring by rotation pursuant to the Bye-laws of the Company and who, being eligible, will offer themselves for re-election:  
Mr Wu Xinhua (Bye-law 86(1)) **(Resolution 2)**  
Mr Wu Dezhi (Bye-law 86(1)) **(Resolution 3)**  
*[Please see Explanatory Note (i)]*
- To approve the payment of Directors' fees of S\$95,000 and RMB100,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears (2014: S\$95,000 and RMB100,000). **(Resolution 4)**
- To re-appoint Messrs Mazars LLP as the Company's Auditors, and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business that may properly be transacted at an annual general meeting.

### As Special Business

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

#### 6. SHARE ISSUE MANDATE

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to:

- (i) issue shares in the capital of the Company, 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) options, 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 authority was in force, provided 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 fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 per cent. (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (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) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing this Resolution, after adjusting for:
    - new shares arising from the conversion or exercise of the Instruments;
    - 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 of the SGX-ST; and
    - any subsequent bonus issue, consolidation or sub-division of shares;
  - 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 Bye-laws for the time being of the Company; and
  - (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until 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.  
*[Please see Explanatory Note (ii)]* **(Resolution 6)**

#### 7. CHINA FIBRETECH SHARE AWARD SCHEME

That the Directors of the Company be and are hereby authorised to grant awards of fully-paid ordinary shares in the capital of the Company ("Awards") in accordance with the provisions of the China Fibretech Share Award Scheme set out in the Company's Circular to Shareholders dated 9 April 2009 (the "Scheme"), and to allot, issue, transfer and/or deliver from time to time such number of fully-paid ordinary shares in the capital of the Company as may be required to be issued or delivered pursuant to the vesting of Awards under the Scheme, provided that the aggregate number of shares to be issued or delivered pursuant to the Scheme and pursuant to all other share option or other share schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time.  
*[Please see Explanatory Note (iii)]* **(Resolution 7)**

BY ORDER OF THE BOARD

LIM HENG CHONG BENNY  
CHONG CHEE KEONG CHRIS  
Joint Company Secretaries  
Singapore, 13 April 2015

### Explanatory Notes:

- \*Mr Wu Xinhua, upon re-election as a Director of the Company, will remain as Executive Chairman and Chief Executive Officer, and a member of the Risk Management Committee. Mr Wu Xinhua is the nephew of Mr Wu Dezhi, a Non-Executive Director of the Company. Mr Wu Xinhua is also deemed interested in the 226,104,675 shares of the Company held by Wellgain International Holdings Limited ("Wellgain") by virtue of his 100% shareholding ownership in Wellgain. Save as disclosed, there are no relationships (including family relationships) between Mr Wu Xinhua and the other Directors, the Company or its 10% shareholders.  
\*Mr Wu Dezhi will, upon re-election as a Director of the Company, will remain as a Non-Executive Director. Mr Wu Dezhi is the uncle of Mr Wu Xinhua, the Executive Chairman and Chief Executive Officer of the Company. Save as disclosed, there are no relationships (including family relationships) between Mr Wu Dezhi and the other Directors, the Company or its 10% shareholders.
  - The Ordinary Resolution 6, if passed, will authorise the Directors of the Company from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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, fifty per cent. (50%) of the issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company.  
For determining the aggregate number of shares that may be issued, the total number of issued shares in the capital of the Company 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 the Instruments or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
  - The Ordinary Resolution 7, if passed, will authorise the Directors of the Company from the date of this Annual General Meeting until 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 to grant Awards in accordance with the provisions of the Scheme and to allot and issue shares under the Scheme, provided that the aggregate number of shares to be issued or delivered pursuant to the Scheme and pursuant to all other share option or other share schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time.
- \* **Details of the Director's current directorships in other listed companies and other principal commitments are set out at page 22 of the Corporate Governance Report in the Annual Report.**

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

### Notes:

- A Depositor who is a natural person need not to submit the Depository Proxy Form if he is attending the Annual General Meeting in person.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies, who shall be natural persons, to attend and vote for in his/her/its place as proxy and must complete the Proxy Form and deposit duly completed Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time appointed for holding the Annual General Meeting.
- The Company shall be entitled to reject an instrument of proxy form which is incomplete, improperly completed, illegible or where the true intentions of the member are not ascertainable from the instructions of the member specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the member, is not shown to have Shares entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

## NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an SPECIAL GENERAL MEETING ("SGM") of China Fibretech Ltd. (the "Company") will be convened on 29 April 2014 at 10.00 a.m. at Riverview Hotel Singapore, Hibiscus Room, Level 3, 382 Havelock Road, Singapore 169629, for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:-

All capitalised terms in the Ordinary Resolution and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

### ORDINARY RESOLUTION:

**THE PROPOSED SHARE CONSOLIDATION OF EVERY FIFTY (50) ORDINARY SHARES OF PAR VALUE US\$0.04 EACH IN THE CAPITAL OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED BY THE DIRECTORS, INTO ONE (1) ORDINARY SHARE OF PAR VALUE US\$2.00 FRACTIONAL ENTITLEMENTS TO BE DISREGARDED**

"That:-

- approval be and is hereby given for the consolidation of every fifty (50) Shares of par value US\$0.04 each in the issued and authorised capital of the Company as at a books closure date to be determined by the Directors (the "Books Closure Date") into one (1) Consolidated Share, with effect from a date to be determined by the Directors of the Company; and that all fractional entitlements to Consolidated Shares shall be disregarded;
- approval and authority be and is hereby given to the Directors of the Company to settle any difficulty which may arise in relation to the aforesaid consolidation and, to deal with all fractions of Consolidated Shares which may arise following the consolidation, as they consider expedient (including, but not limited to aggregating all or any of the fractional Consolidated Shares and selling the consolidated fractions of the Consolidated Shares and the proceeds thereof paid to the Company for the Company's benefit and/or a purchase by the Company of any or all of the fractions of Consolidated Shares and the proceeds thereof retained by the Company for the Company's benefit), in each case in such manner and on such terms as the Directors may, in their absolute discretion, deem fit; in the best interests of the Company and Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded;
- for the Directors be and are hereby authorised to fix the Books Closure Date and the Effective Trading Date (being, the date on which the Consolidated Shares will trade on Mainboard of the SGX-ST in board lots of 100 Consolidated Shares, in each case in the Directors' absolute discretion as they deem fit; and
- the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give full effect to this Resolution and the Proposed Share Consolidation.

All capitalised terms used in this Resolution which are not defined herein shall have the same meaning ascribed to them in the circular to shareholders of the Company dated 13 April 2015."

BY ORDER OF THE BOARD

LIM HENG CHONG BENNY  
CHONG CHEE KEONG CHRIS  
Joint Company Secretaries  
Singapore, 13 April 2015

### Notes: -

- A member entitled to attend and vote at the Special General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney or other person authorised to sign the same.
- The instrument appointing a proxy must be deposited at the office of the Singapore share transfer agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time for holding the Special General Meeting.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM 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 or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.