



CHINESE GLOBAL INVESTORS GROUP LTD.
華人環球投資集團有限公司

(Company Registration No. 196600189D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Chinese Global Investors Group Ltd. (the “Company”) will be held at 168 Robinson Road, FTSE Room, Level 9, Capital Tower, Singapore 068912 on Monday, 30 October 2017 at 2.00 p.m., for the purpose of transacting the following businesses:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2017 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$50,000 for the financial year ending 30 June 2018 to be paid quarterly in arrears. (FY2017: S\$67,000) **(Resolution 2)**
- To re-elect Mr. U Keng Tin, being a Director who retires by rotation pursuant to Article 107 of the Constitution of the Company, and being eligible, offering himself for re-election. **(Resolution 3)**
[Please see Explanatory Note (i)]
- To re-elect Mr. Peter Yong, being a Director who retires pursuant to Article 117 of the Constitution of the Company, and being eligible, offering himself for re-election. **(Resolution 4)**
[Please see Explanatory Note (ii)]
- To re-appoint Messrs Crowe Horwath First Trust LLP as the Independent Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business that may be properly 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 any modifications:

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Act and Rule 806 of the Listing Manual, Section B: Rules of Catalyst (the “Catalist Rules”) of Singapore Exchange Securities Trading Limited (“SGX-ST”) (Resolution 6)**
That pursuant to Section 161 of the Act, and Rule 806 of the Catalist Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:
(a) (1) issue shares in the capital of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
(2) 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 of the Company 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 pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,
(the “Share Issue Mandate”)
provided that:
(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(i) new shares arising from the conversion or exercise of the Instruments;
(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 the Chapter 8 of the Catalist Rules of the SGX-ST; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares;
(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate 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 earlier.
[Please see Explanatory Note (iii)]
- Authority to issue shares under the AUSWIN Share Plan (previously known as MIDDLE EAST DEVELOPMENT SINGAPORE Share Plan) (Resolution 7)**
That pursuant to Section 161 of the Act, the Directors of the Company be authorised and empowered to offer and grant awards under the AUSWIN Share Plan (the “Plan”) and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Plan, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan and other share-based incentive schemes shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.
[Please see Explanatory Note (iv)]

BY ORDER OF THE BOARD

LOW WAI CHEONG
LIM HENG CHONG BENNY
Joint Company Secretaries
Singapore, 13 October 2017

Explanatory Notes:

- Mr. U Keng Tin will, upon re-election as a Director of the Company, remain as an Executive Director and Acting Chairman of the Board and a member of the Investment Committee. Key information on Mr. U Keng Tin is found on pages 16 and 34 of the Annual Report. There are no relationships (including immediate family relationships) between Mr. U Keng Tin and the other Directors, the Company or its 10% shareholders of the Company.
- Mr. Peter Yong will, upon re-election as a Director of the Company, remain as Independent Director, and a member of the Audit, Nominating and Remuneration Committees. The Board considers Mr. Peter Yong to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. Key information on Mr. Peter Yong is found on pages 16 and 35 of the Annual Report. There are no relationships (including immediate family relationships) between Mr. Peter Yong and the other Directors, the Company or its 10% shareholders of the Company.
- The Ordinary Resolution 6 proposed above, if passed, will empower 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, hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per cent. (50%) 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 percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time the Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- The Ordinary Resolution 7 above, if passed, will empower 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of awards under the Plan and such other share-based incentive scheme up to a number not exceeding in total (for the entire duration of the Plan) fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

Notes:

- A Member of the Company who is not a Relevant Intermediary (as defined in Note 3 below) shall be entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting in his/her stead.
- A Member of the Company who is a Relevant Intermediary (as defined in Note 3 below) is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting in his/her/its stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it.
- Pursuant to Section 181 of the Act, a “Relevant Intermediary” means:-
 - a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- A proxy need not be a member of the Company. Where a member appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as alternate to the first named or at the Company's option to treat this proxy form as invalid.
- The instrument appointing a proxy or proxies must be under the hand of the appointer or by his attorney duly authorised in writing. Where the member is a corporation, the instrument appointing the proxy or proxies must be executed under its seal or the hand of its attorney or duly authorised officer.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 3 Shenton Way, #11-10 Shenton House, Singapore 068805 not less than forty-eight (48) hours before the time appointed for holding the AGM.
- A member of the Company which is a corporation is entitled to appoint its authorized representatives or proxies to vote on its behalf.
- The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register at seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

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.