



## CEFC INTERNATIONAL LIMITED

(Incorporated in the Bermuda)  
(Company Registration No. 35733)

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (“SGM”) of CEFC INTERNATIONAL LIMITED (the “Company”) will be held at 168 Robinson Road, FTSE Room Level 9, Capital Tower, Singapore 068912 on 21 October 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

*Unless otherwise defined, all terms defined in this Notice of SGM shall have the same meanings as those defined or construed in the Circular dated 2 October 2014 (the “Circular”) issued by the Company to the Shareholders.*

#### ORDINARY RESOLUTION - RATIFICATION OF THE PROPOSED JOINT VENTURE BETWEEN HONG KONG CEFC PETROCHEMICAL & ENERGY PTE LIMITED AND RIZHAO PORT OIL TERMINAL CO., LTD

THAT:

- (a) the Proposed Joint Venture entered into by Hong Kong CEFC Petrochemical & Energy Pte Limited, a wholly owned subsidiary of the Company, and Rizhao Port Oil Terminal Co., Ltd be hereby approved, ratified and confirmed; and
- (b) the Directors of the Company and each of them be and are hereby authorized to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be desirable, necessary or expedient or in the interests of the Company for the purpose of completing the Proposed Joint Venture and/or the transactions contemplated by this resolution.

#### By Order of the Board

Zang Jianjun  
Executive Chairman / Chief Executive Officer

2 October 2014

#### Notes:

1. Any person who holds Shares through The Central Depository (Pte) Limited and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50) of Singapore) shall be referred herein as the “Depositor”.
2. For a Depositor who is a corporation and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the Special General Meeting, if it wishes to attend and vote at the Special General Meeting, such Depositor must nominate a proxy or two proxies to attend and vote at the Special General Meeting for and on its behalf by completing the Depositor Proxy Form (in accordance with the instructions thereto) and depositing the duly completed Depositor Proxy Form at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting. Each proxy appointed must be a natural person but need not be a member of the Company.
3. For a Depositor who is a natural person and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the Special General Meeting, he need not complete and submit the Depositor Proxy Form if he is attending the Special General Meeting in person. However, if he is unable to attend the Special General Meeting in person but wishes to be represented at the Special General Meeting, he must complete the Depositor Proxy Form (in accordance with the instructions thereto) and deposit the duly completed Depositor Proxy Form at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting. Each proxy appointed must be a natural person but need not be a member of the Company.
4. If a Shareholder (who or which holds Shares in his/its own name) wishes to appoint a proxy/proxies, then the Shareholder Proxy Form must be completed (in accordance with the instructions thereto) and deposited at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting.
5. The Company shall be entitled to reject any Depositor Proxy Form or Shareholder Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Depositor Proxy Form or Shareholder Proxy Form, as the case may be. In addition, in the case of shares entered into the Depository Register, the Company may reject a Depositor Proxy Form if the Depositor (being the appointor) is not shown to have Shares entered against his/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Special General Meeting, as certified by The Central Depository (Pte) Limited to the Company.
6. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, or by attending the Special General Meeting, 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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special 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. In addition, by attending the Special General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.