



ANCHUN INTERNATIONAL HOLDINGS LTD.

Registration No. 200920277
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Anchun International Holdings Ltd. (the "Company") will be held at 81 Anson Road Singapore 079908, M-Hotel Ballroom Anson I & II, level 2, on Tuesday, 29 April 2014 at 9.30 a.m., for the purpose of transacting the following businesses:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2013 (**Resolution 1**) together with the Auditors' Report thereon.
- To approve the payment of Directors' fees of S\$275,166 for the financial year ending 31 December 2014 (FY2013: S\$251,000).
[See Explanatory Note 1]
- To re-appoint Xie Ding Zhong as a Director of the Company pursuant to Section 153(6) of the Companies Act, (**Resolution 3**) Cap. 50.
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:
 - Xie Ming (Article 89) (**Resolution 4**)
 - Pan De Run (Article 89) (**Resolution 5**)
 - Andrew Bek (Article 88) (**Resolution 6**)
- To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their (**Resolution 7**) remuneration.

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments:
General Share Issue Mandate
"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules 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, whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued during the continuance of such authority or thereafter, including but not limited to the creation and issue (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 Board may, in their absolute discretion, deem fit; and
 - issue Shares in pursuance of any Instrument made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution);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 50% of the issued shares in the capital of the Company (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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the 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 percentage of issued shares shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent consolidation or subdivision 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 Articles of Association for the time being of the Company;
 - unless revoked or varied by the Company in general meeting, such 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 2]
- To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Wee Woon Hong
Lee Hock Heng
Company Secretaries

Singapore
11 April 2014

Explanatory Notes:

- The Ordinary Resolution 2 proposed in item 2 above is to seek approval for the payment of up to S\$275,166 as directors' fees on a current year basis, that is for the financial year ending 31 December 2014. In the event that the amount proposed is insufficient, approval will be sought at next year's annual general meeting for payments to meet the shortfall.
- The Ordinary Resolution 8 proposed in item 6 above, if passed, will empower the Directors of the Company to issue shares up to 50% of the Company's issued share capital, with an aggregate sub-limit of 20% of the Company's share capital for any issue of shares not made on a pro-rata basis to shareholders of the Company.

Notes:

- A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 3 Church Street, #12-02 Samsung Hub, Singapore 049483, not less than 48 hours before the time appointed for holding the above Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Anchun International Holdings Ltd. ("Company") will be held at 81 Anson Road Singapore 079908, M-Hotel Ballroom Anson I & II, level 2, on Tuesday, 29 April 2014 at 10.30 a.m. (or soon thereafter immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held on 29 April 2014 at 9.30 a.m.) at 81 Anson Road Singapore 079908, M-Hotel Ballroom Anson I & II, level 2 for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution which will be proposed as an Ordinary Resolution:

ORDINARY RESOLUTION 1:

Approval for the adoption of the Anchun Employee Share Option Scheme 2014

THAT:

- a new employee share option scheme, to be named the "Anchun Employee Share Option Scheme 2014" (the "Anchun ESOS"), under which options ("Options") may be granted to eligible participants under the Anchun ESOS to subscribe for ordinary shares in the capital of the Company, the rules of which are set out in the circular dated 11 April 2014 ("Circular"), be and is hereby approved and adopted with effect from and take effect from the date this Ordinary Resolution is duly passed;
- the directors of the Company and each of them be authorised and empowered to:
 - to modify the Anchun ESOS at any time and from time to time, provided that such modification is effected in accordance with the provisions of the the Anchun ESOS;
 - to offer and grant Options in accordance with the rules of the Anchun ESOS and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore), to allot and issue and/or deliver (including through the transfer of shares held in treasury by the Company) from time to time such number of fully paid-up shares (as may be required to be allotted, issued and/or delivered pursuant to the exercise of the Options granted under the Anchun ESOS, provided that the total number of shares over which an Option may be granted on any date, when added to the total number of shares issued and issuable or delivered and deliverable in respect of all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per cent. (15%) of the number of all issued shares (excluding treasury shares) of the Company on the day preceding such date; and
 - to execute all such documents and to do all such acts and things as they may consider necessary or expedient to give effect to the Anchun ESOS and/or this Resolution as they or he shall deem fit in the interests of the Company.

ORDINARY RESOLUTION 2:

Approval for the adoption of the Anchun Performance Share Plan 2014

THAT:

- a new performance share plan, to be named the "Anchun Performance Share Plan 2014" (the "Anchun PSP"), under which awards of fully paid-up ordinary shares in the capital of the Company ("Award Shares"), free of payment, may be granted to eligible participants under the Anchun PSP, the rules of which are set out in the Circular, be and is hereby approved and adopted with effect from the date this Ordinary Resolution is duly passed;
- the directors of the Company and each of them be authorised and empowered to:
 - to modify the Anchun PSP at any time and from time to time, provided that such modification is effected in accordance with the provisions of the the Anchun PSP;
 - pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore), to allot and issue and/or deliver (including through the transfer of shares held in treasury by the Company) from time to time such number of Award Shares as may be required to be allotted, issued and/or delivered pursuant to the Anchun PSP, provided that the total number of Award Shares which may be issued or delivered on any date, when added to the total number of shares issued and issuable or delivered and deliverable in respect of all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per cent. (15%) of the number of all issued shares (excluding treasury shares) of the Company on the day preceding such date.; and
 - to execute all such documents and to do all such acts and things as they may consider necessary or expedient to give effect to the Anchun PSP and/or this Resolution as they or he shall deem fit in the interests of the Company.

ORDINARY RESOLUTION 3:

Approval for the authority to grant Option at a discount

THAT subject to and contingent upon the passing of Ordinary Resolution 1, the directors of the Company and each of them be authorised and empowered to offer and grant Option(s) in accordance with the rules of the Anchun ESOS with the exercise price set at a discount to the Market Price (as defined in the Circular), provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited.

BY ORDER OF THE BOARD

Anchun International Holdings Ltd.

Wee Woon Hong
Lee Hock Heng
Company Secretaries

Singapore
11 April 2014

Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- Where a member of the Company appoint two proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney and duly authorized 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 duly authorized officer. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 3 Church Street, #12-02 Samsung Hub, Singapore 049483, at least 48 hours before the time of the Meeting.