



GAOXIAN
中国高纤

CHINA GAOXIAN FIBRE FABRIC HOLDINGS LTD.

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No: 2008187812K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of CHINA GAOXIAN FIBRE FABRIC HOLDINGS LTD. (the "Company") will be held at Guild Room, Suntec City Guild House, Suntec Tower 5, 3 Temasek Boulevard #02-401/402 Singapore 038983 on Monday, 28 April 2014 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Articles 114 and 118 of the Company's Articles of Association:

Mr Tham Wan Loong, Jerome	<i>(Retiring under Article 114)</i>	(Resolution 2)
Mr Low Chai Chong	<i>(Retiring under Article 118)</i>	(Resolution 3)
Mr Yeung Kin Bond Sydney	<i>(Retiring under Article 118)</i>	(Resolution 4)
Mr Yap Chee Wee	<i>(Retiring under Article 118)</i>	(Resolution 5)

Mr Tham Wan Loong, Jerome will, upon re-election as a Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee. He will be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Yeung Kin Bond Sydney will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
3. To note the retirement of Mr Yeo Guat Kwang pursuant to Article 118 of the Company's Articles of Association at the conclusion of the AGM.
[See Explanatory Note (i)]
4. To approve the payment of Directors' fees of S\$205,000 for the year ending 31 December 2014, to be paid quarterly in arrears. (FY2012: S\$210,000)
[See Explanatory Note (ii)] **(Resolution 6)**
5. To re-appoint Foo Kon Tan Grant Thornton LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
6. To transact any other ordinary business which may be transacted at an AGM.

By Order of the Board

Busarakham Kohsikaporn
Toh Li Ping, Angela
Secretaries

Singapore, 11 April 2014

Explanatory Notes on Resolutions to be passed:

- (i) Item 3 above is to note the retirement of Mr Yeo Guat Kwang who does not wish to seek re-election.
- (ii) Ordinary Resolution 6 proposed in item 4 above, is to approve the payment of Directors' fees of S\$205,000 for the year ending 31 December 2014 on a quarterly basis, in arrears. With the resumption of trading and the reconstitution of the Board on 18 September 2013, in support of Management's efforts to reduce the Group's cost structure, the Directors' fees for each of the Non-Executive Directors had been reduced.

Notes –

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. 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.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 36 Robinson Road #17-01 City House Singapore 068877 not less than forty-eight (48) hours before the time appointed for holding the Meeting.
4. Holders of the Korean Depository Receipts ("KDRs") in the Company may, by giving notice to the Korean Securities Depository ("KSD") no later than 5 Korean business days prior to the date to the Annual General Meeting and in accordance with the terms set out in the form entitled "Application of Voting Rights" to be sent by KSD to the KDR holders, exercise through KSD or its designated custodian(s) the voting rights attached to the Shares deposited with KSD and represented by the KDRs.
5. Members who wish to attend the Meeting are strongly advised to adhere to the smart casual dress code of Suntec City Guild House as follows:-

Ladies

Dress, blouse, skirt, pants or collared t-shirt with proper covered shoes or sandals.

Gentlemen

Shirt or t-shirt with collar, or Mandarin collar with sleeves, including sweaters, proper trousers with covered shoes.

Please note that slippers and flip-flops are strictly not allowed to be worn in Suntec City Guild House.