



## CHINA KUNDA TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200712727W)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 10 July 2014 issued by China Kunda Technology Holdings Limited.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "EGM") of China Kunda Technology Holdings Limited (the "Company") will be held on 25 July 2014 at 10 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9 a.m. on the same day) at SGX Centre 2, #17-01, 4 Shenton Way, Singapore 068807 for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolutions:

#### AS ORDINARY RESOLUTIONS

##### RESOLUTION 1: THE PROPOSED DISPOSAL

###### THAT:

- (a) approval be and is hereby given for the Proposed Disposal on the terms and subject to the conditions of the Sale Agreement, entered into between the Company and the Purchaser, as well as any other transactions contemplated under the Sale Agreement; and
- (b) the Directors are hereby authorised to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

##### RESOLUTION 2: THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

###### THAT:

- (a) for the purposes of the Companies Act (Chapter 50) (the "**Companies Act**"), the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
  - (ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy Back Mandate**");
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy Back Mandate in paragraph (a) of this Resolution 2 may be exercised by the Directors at any time and from time to time during the period commencing from the date of passing of this Resolution 2 and expiring on the earlier of:
  - (i) the date on which the next annual general meeting ("**AGM**") of the Company is held;
  - (ii) the date on which the next AGM is required by law to be held; or
  - (iii) the date on which the purchase or acquisition of Shares are carried out to the full extent mandated;

- (c) in this Resolution 2:

"**Prescribed Limit**" means ten per cent. (10%) of the Shares of the Company as at the date of passing of this Resolution 2 unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any Shares which are held as treasury shares as at that date);

"**Relevant Period**" means the period commencing from the date of the EGM at which the Share Buy Back Mandate is approved and thereafter, expiring on the date on which the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution 2; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) to be paid for the Shares not exceeding:-

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price.

where:-

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period;

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Share Buy Back by the Company, pursuant to the Share Buy Back Mandate in any manner as they think fit, which is permissible under the Companies Act; and
- (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution 2.

#### BY ORDER OF THE BOARD

##### CHINA KUNDA TECHNOLOGY HOLDINGS LIMITED

###### CAI KAOQUN

Executive Director  
Singapore  
10 July 2014

###### Notes:

- 1 A member entitled to attend and vote at a meeting of the Company 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.
- 2 The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 4 Shenton Way, #17-01 SGX Centre 2, Singapore 068807, not less than forty eight (48) hours before the time appointed for the meeting.