



CCM GROUP LIMITED

(Company Registration Number: 200916763W)
(Incorporated in Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CCM Group Limited (the "Company") will be held at Pan Pacific Singapore, Ocean 5, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Monday, 28 April 2014 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$168,000 for the financial year ended 31 December 2013 (2012: S\$96,000). **(Resolution 2)**
- To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 3)**
- To re-elect the following Directors retiring pursuant to Article 92 of the Company's Articles of Association:

Mr Chan Heng Fai
Mr Basil Chan
Mr Teh Wing Kwan
Mr Tao Yeoh Chi
Mr Chan Yu Meng

(Resolution 4)
(Resolution 5)
(Resolution 6)
(Resolution 7)
(Resolution 8)

Mr Chan Heng Fai will, upon re-election as a Director of the Company, remain as an Executive Director, Chairman of the Investment Committee and a member of the Risk Management Committee of the Company.

Mr Basil Chan will, upon re-election as a Director of the Company, remain as an Independent Director and Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

Mr Teh Wing Kwan will, upon re-election as a Director of the Company, remain as a Non-Executive Director and a member of the Investment Committee of the Company.

Mr Tao Yeoh Chi will, upon re-election as a Director of the Company, remain as an Independent Director and Chairman of the Remuneration Committee and a member of the Audit Committee, Nominating Committee and Risk Management Committee and will be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalyst of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules").

Mr Chan Yu Meng will, upon re-election as a Director of the Company, remain as an Independent Director and Chairman of the Nominating Committee and the Risk Management Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

- To re-elect the following Directors retiring pursuant to Article 93 of the Company's Articles of Association:

Mr Liew Sen Keong
Dr Tan Eng Khiam

(Resolution 9)
(Resolution 10)

Mr Liew Sen Keong will, upon re-election as a Director of the Company, remain as the Executive Chairman and Chief Executive Officer, a member of the Investment Committee and Risk Management Committee of the Company.

Dr Tan Eng Khiam will, upon re-election as a Director of the Company, remain as an Independent Director and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

- To transact any other ordinary business which may properly be 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 allot and issue shares in the capital of the Company ("Shares") - Share Issue Mandate**

"That, pursuant to Section 161 of the Companies Act, Chapter 50. of Singapore and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company to:-

- (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
- (ii) 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 may in their absolute discretion deem fit; and

- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

provided that:-

- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), to be issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares excluding treasury shares of the Company (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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculations 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 the total number of issued Shares excluding treasury shares shall be based on the total number of issued Shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-
 - new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
 - any subsequent bonus issue, consolidation or sub-division of Shares.
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalyst 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; and
- (unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)].

(Resolution 11)

- Authority to grant options and issue shares under the CCM Share Option Scheme**

"THAT the Directors of the Company be and are hereby authorised to offer and grant options and share awards in accordance with the CCM Share Option Scheme (the "**Scheme**") and to issue such shares as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed twenty per cent (20%) of the issued share capital of the Company from time to time.

[See Explanatory Note (ii)]

(Resolution 12)

By Order of the Board

Gn Jong Yuh Gwendolyn

Company Secretary

Singapore, 11 April 2014

Explanatory Note:

- The Ordinary Resolution 11 proposed in item 7 above, if passed, will empower the Directors from the date of the above Annual General Meeting until the date of the next annual general meeting (or such date by which it is required by law to be held, whichever is earlier, to allot and issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments. The aggregate number of Shares and convertible instruments which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of Shares and convertible instruments other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares excluding treasury shares of the Company.
- The Ordinary Resolution 12 proposed in item 8 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options in accordance with the Scheme.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- 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.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 9 Temasek Boulevard #09-02A Suntec Tower Two, Singapore 038989 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of CCM Group Limited (the "**Company**") will be held at Pan Pacific Singapore, Ocean 5, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 28 April 2014 at 10.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

RESOLUTION 1: Proposed Expansion of the Geographical Scope of the Group's Property Development Business to include the United States of America, Australia and Spain (as Ordinary Resolution)

That:

- approval be and is hereby granted for the Company to expand the geographical scope of the Group's property development business, which involves the following activities:
 - actively acting as a developer for property projects;
 - investing in property development projects; and/or
 - other investments and/or strategic alliance plans of CCM Property Pte. Ltd. as may be approved by the board of directors of CCM Property Pte. Ltd.,
 (the "**Property Development Business**") to include the United States of America, Australia and Spain; and
- the Directors of the Company be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the aforementioned proposed expansion of geographical scope of the Property Development Business.

BY ORDER OF THE BOARD

Mr Liew Sen Keong

Executive Chairman and Chief Executive Officer

CCM Group Limited

Singapore

11 April 2014

Notes:

- A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 9 Temasek Boulevard, #09-02A, Suntec Tower Two, Singapore 038989 no later than 48 hours prior to the time of the EGM.