



CHINA BEARING (SINGAPORE) LTD.

中国轴承（新加坡）有限公司
(Incorporated in the Republic of Singapore)
(Company Registration No. 200512048E)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of CHINA BEARING (SINGAPORE) LTD. (the "Company") will be held at the Royal Room 2, Level 3, Hotel Royal, 36 Newton Road, Singapore 307964 on Tuesday, 28 April 2015 at 10:00 a.m., to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2014 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fee of S\$120,000 for the financial year ended 31 December 2014 [2013: S\$90,000]. **(Resolution 2)**
3. (i) To re-elect Mr Tan Kah Ghee who is retiring under Article 99 of the Articles of Association of the Company. **(Resolution 3)**
[See Explanatory Note 1]
- (ii) To re-elect Mr Wong Chee Meng Lawrence who is retiring under Article 99 of the Articles of Association of the Company. **(Resolution 4)**
[See Explanatory Note 2]
- (iii) To re-elect Mr Luo Jiwei who is retiring under Article 99 of the Articles of Association of the Company. **(Resolution 5)**
[See Explanatory Note 3]
- (iv) To re-elect Mr Zhang Anxi who is retiring under Article 93 of the Articles of Association of the Company. **(Resolution 6)**
- (v) To re-elect Mr Xu Yihe who is retiring under Article 93 of the Articles of Association of the Company. **(Resolution 7)**
4. To re-appoint Messrs Foo Kon Tan LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
5. To transact any other ordinary business which may be properly transacted at the Annual General Meeting.

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Ordinary Resolution (with or without amendments):-

6. **Authority to allot and issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**
 - (a) "That pursuant to Section 161 of the Companies Act, Chapter 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase of shares (collectively, "Instruments"), including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
 - (b) (notwithstanding 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 the resolution was in force, provided always that
 - (i) 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 total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
 - (a) new shares arising from the conversion or exercise of convertible securities; or
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.
 - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 9)**
[See Explanatory Note 4]

By Order of the Board

Mr Lau Yan Wai
Company Secretary
Singapore
13 April 2015

Explanatory Notes:

1. Mr Tan Kah Ghee, will upon re-election as a Director of the Company, remain as the Chairman of both the Audit Committee and Remuneration Committee and a member of the Nominating Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
2. Mr Wong Chee Meng Lawrence, will upon re-election as a Director of the Company, remain as a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
3. Mr Luo Jiwei, will upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
4. The Ordinary Resolution 9, if passed, will empower the Directors of the Company from the date of the Annual General Meeting 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 or such authority is revoked or varied by the Company in a general meeting, whichever is earliest, to issue shares and convertible securities in the Company up to (a) the aggregate number of shares to be issued (including shares to be issued in pursuance of convertible securities granted) on a pro rata basis to shareholders of the Company does not exceed 50% of the Company's total number of issued shares excluding treasury shares, and (b) of which the aggregate number of shares to be issued (including shares to be issued in pursuance of convertible securities granted) other than on a pro rata basis to shareholders of the Company does not exceed 20% of the Company's total number of issued shares excluding treasury shares.

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies together with the letter or power of attorney, if any, under which it is signed or a duly certified copy thereof must be deposited at the office of the Company's Share Registrar either by hand at 80 Robinson Road #11-02 Singapore 068898 or by post at 80 Robinson Road #02-00 Singapore 068898, not less than 48 hours before the time appointed for the holding of the Annual General Meeting.