



CEFC INTERNATIONAL LIMITED

(Incorporated in the Bermuda)
(Company Registration No. 35733)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of CEFC International Limited (the “**Company**”) will be held at 168 Robinson Road, FTSE Room Level 9, Capital Tower, Singapore 068912 on 9 December 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

All capitalised terms in the resolution below and defined in the Circular dated 23 November 2015 to the shareholders of the Company (the “**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

ORDINARY RESOLUTION – PROPOSED CHANGE OF AUDITORS

Resolved that:

- (a) the resignation of Mazars LLP as auditors of the Company be and is hereby accepted and that Ernst & Young LLP be and is hereby appointed auditors of the Company in place of Mazars LLP, to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors and Ernst & Young LLP; and
- (b) the Directors or any of them be and is hereby authorised to do, exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

BY ORDER OF THE BOARD

Mr Zang Jianjun
Executive Chairman
23 November 2015

Notes:

1. Any person who holds Shares through The Central Depository (Pte) Limited and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50) of Singapore) shall be referred herein as the “**Depositor**”.
2. For a Depositor which is a corporation and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the Special General Meeting, if it wishes to attend and vote at the Special General Meeting as CDP’s proxy, such Depositor must nominate a person or two persons to attend and vote at the Special General Meeting as CDP’s proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and depositing the duly completed Depositor Proxy Form at the registered office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting. Each appointee must be a natural person but need not be a member of the Company.
3. For a Depositor who is a natural person and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the Special General Meeting, he need not complete and submit the Depositor Proxy Form if he is attending the Special General Meeting in person as CDP’s proxy. However, if he is unable to attend the Special General Meeting in person but wishes to be represented at the Special General Meeting, he must nominate a person or two person to attend and vote at the Special General Meeting as CDP’s proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and deposit the duly completed Depositor Proxy Form at the registered office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting. Each appointee must be a natural person but need not be a member of the Company.
4. If a Shareholder (who or which holds Shares in his/its own name) wishes to appoint a proxy/proxies, then the Shareholder Proxy Form must be completed (in accordance with the instructions thereto) and deposited at the registered office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting.
5. The Company shall be entitled to reject any Depositor Proxy Form or Shareholder Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Depositor Proxy Form or Shareholder Proxy Form, as the case may be. In addition, in the case of shares entered into the Depository Register, the Company may reject a Depositor Proxy Form if the Depositor (being the appointor) is not shown to have Shares entered against his/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Special General Meeting, as certified by The Central Depository (Pte) Limited to the Company.
6. **Personal Data Privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof or by attending the Special General Meeting, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty. In addition, by attending the Special General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for any of the Purposes.