

**THB****CHINA AUTO ELECTRONICS GROUP LIMITED**

(Incorporated in Bermuda)

(Registration No. : 34300)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Siloso 5 Level 1, Shangri-La's Rasa Sentosa Resort, 101 Siloso Road, Sentosa, Singapore 098970 on 23 April 2014 at 9.30 a.m. to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2013 together with the reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To elect the following Directors who retire in accordance with Bye-Law 104 of the Company's Bye-Laws, and who, being eligible, offer themselves for re-election:
 

a) Mr Zhang Jingtang	(retiring under Bye-Law 104)	<b>(Resolution 2)</b>
b) Mr Wang Laisheng	(retiring under Bye-Law 104)	<b>(Resolution 3)</b>
c) Mr Shen Zhifu	(retiring under Bye-Law 104)	<b>(Resolution 4)</b>
d) Mr Ho Ker Chern	(retiring under Bye-Law 104)	<b>(Resolution 5)</b>
3. To approve the payment of RMB240,000 as Director's fees to non-executive Directors for the financial year ending 31 December 2014 to be paid monthly in arrears. **(Resolution 6)**
4. To approve the payment of SGD150,000 as directors' fees to Independent Directors for the financial year ending 31 December 2014 to be paid quarterly in arrears. **(Resolution 7)**
5. To re-appoint Messrs PricewaterhouseCoopers LLP as the Auditors of the Company for the financial year ending 31 December 2014. **(Resolution 8)**
6. To transact any other business that may be transacted at an Annual General Meeting.

**SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolutions:

7. "That pursuant to the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the issued share capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority shall continue in force 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, whichever is the earlier." (See Explanatory Note (i)) **(Resolution 9)**

By Order of the Board

Cheong How Onn  
Company Secretary

8 April 2014

**Notes:**

1. If a member being a depositor whose name appears in the Depository Register (as defined in the Bye-Laws of the Company) wishes to attend and vote at the Annual General Meeting, then he/it should complete the Proxy Form and deposit the duly completed Proxy Form at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758 not less than 48 hours before the time appointed for the Annual General Meeting.
2. If a depositor wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758 not less than 48 hours before the time appointed for the Annual General Meeting.

**Explanatory Notes:**

- (i) The proposed Ordinary Resolution 8, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued share capital of the Company at the time of passing this resolution, of which up to 20% may be issued other than on a pro rata basis to shareholders.