



**CHINA FIBRETECH LTD.**  
(Company Registration No. 40381)  
(Incorporated in Bermuda)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Fibretech Ltd. (the "Company") will be held at Riverview Hotel Singapore, Hibiscus Room, Level 3, 382 Havelock Road, Singapore 169629 on Tuesday, 29 April 2014 at 9:00 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 Independent Auditor's Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring by rotation pursuant to the Bye-laws of the Company and who, being eligible, will offer themselves for re-election:  
Ms Gao Yan (Bye-law 86(1)) **(Resolution 2)**  
Mr Low Wai Cheong (Bye-law 86(1)) **(Resolution 3)**  
[Please see Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$95,000 and RMB100,000 for the financial year ending 31 December 2014, to be paid quarterly in arrears (2013: S\$85,000 and RMB100,000). **(Resolution 4)**
- To re-appoint Messrs Mazars LLP as the Company's Auditors, and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business that 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 modifications:

#### 6. SHARE ISSUE MANDATE

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to:

- issue shares in the capital of the Company, whether by way of rights, bonuses or otherwise; and/or
- 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

- (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 this authority was in force,

provided that:

- 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 fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital 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 twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (subject to such manner of calculation 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 total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of the Instruments;
  - new shares arising from exercising of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; 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 Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws 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 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 earlier.

[Please see Explanatory Note (ii)]

**(Resolution 6)**

#### 7. CHINA FIBRETECH SHARE AWARD SCHEME

That the Directors of the Company be and are hereby authorised to grant awards of fully-paid ordinary shares in the capital of the Company ("Awards") in accordance with the provisions of the China Fibretech Share Award Scheme set out in the Company's Circular to Shareholders dated 9 April 2009 (the "Scheme"), and to allot, issue, transfer and/or deliver from time to time such number of fully-paid ordinary shares in the capital of the Company as may be required to be issued or delivered pursuant to the vesting of Awards under the Scheme, provided that the aggregate number of shares to be issued or delivered pursuant to the Scheme and pursuant to all other share option or other share schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time.

[Please see Explanatory Note (iii)]

**(Resolution 7)**

### BY ORDER OF THE BOARD

LIM HENG CHONG BENNY  
CHONG CHEE KEONG CHRIS  
Joint Company Secretaries  
Singapore, 11 April 2014

### Explanatory Notes:

- Ms Gao Yan will, upon re-election as a Director of the Company, remain as an Executive Director of the Company and a member of the Risk Management Committee. There are no relationships (including family relationships) between Ms Gao Yan and the other Directors, the Company or its 10% shareholders.  
Mr Low Wai Cheong will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit Committee and the Risk Management Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including family relationships) between Mr Low Wai Cheong and the other Directors, the Company or its 10% shareholders, save as disclosed in the Corporate Governance Report in the Annual Report.  
Details of the Director's current directorships in other listed Companies and other principal commitments are set out at page 24 of the Corporate Governance Report in the Annual Report.

- The Ordinary Resolution 6, if passed, will authorise the Directors of the Company from the date of this Annual General Meeting until the date 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 varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the total number of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- The Ordinary Resolution 7, if passed, will authorise the Directors of the Company from the date of this Annual General Meeting until 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 to grant Awards in accordance with the provisions of the Scheme and to allot and issue shares under the Scheme, provided that the aggregate number of shares to be issued or delivered pursuant to the Scheme and pursuant to all other share option or other share schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time.

### Notes:

- A Depositor who is a natural person need not submit the Depository Proxy Form if he is attending the Annual General Meeting in person.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies, who shall be natural persons, to attend and vote for his/her/its place as proxy and must complete the Proxy Form and deposit duly completed Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time appointed for holding the Annual General Meeting.
- The Company shall be entitled to reject an instrument of proxy form which is incomplete, improperly completed, illegible or where the true intentions of the member are not ascertainable from the instructions of the member specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the member, is not shown to have Shares entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

## NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Special General Meeting of China Fibretech Ltd. (the "Company") will be held at Riverview Hotel Singapore, Hibiscus Room, Level 3, 382 Havelock Road, Singapore 169629, on 29 April 2014 at 10.00 a.m. (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) (the "SGM") for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:-

### ORDINARY RESOLUTION: ADOPTION OF THE PROPOSED SHARE BUYBACK MANDATE

That:

- for the purposes of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual"), the exercise by the Directors of the Company ("Directors") of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("Shares") (excluding treasury shares) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - on-market purchases transacted on the Singapore Exchange Securities Trading Limited ("SGX-ST") through the ready market, and through one or more duly licensed stockbrokers appointed by the Company for the purpose (each a "Market Purchase"); and/or
  - off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Listing Manual (each an "Off-Market Purchase"),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Bermuda Act and the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the "Share Buyback Mandate");

- unless varied or revoked by the Directors in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate 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 Ordinary Resolution and expiring on the earlier of:
  - the date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held; or
  - the date on which the share buybacks by the Company pursuant to the proposed Share Buyback Mandate are carried out to the full extent mandated; or
  - the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in a general meeting;

- in this Ordinary Resolution:

"Prescribed Limit" means the number of Shares representing 10% of the total issued share capital of the Company (excluding treasury shares) as at the date of the last AGM held before any resolution authorising the Share Buyback Mandate is passed or as at the date of the passing of this Ordinary Resolution, whichever is higher, unless the Company has effected a reduction of share capital of the Company in accordance with the applicable provisions of the Bermuda Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date the last AGM was held or was required by law to be held before the resolution relating to the Share Buyback Mandate is passed, and expiring on the date the next AGM is or is required by law to be held, whichever is the earlier, after the date the said resolution is passed;

"Maximum Price" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and service tax and other related expenses) not exceeding:

- in the case of a Market Purchase, 105% of the Average Closing Price of the Shares;
- in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,

where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days ("Market Day") being a day on which the SGX-ST is open for securities trading, on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of making the Market Purchase or, as the case may be, the date of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) day period;

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of the Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share, and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- the Directors 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/he/she may consider expedient, necessary or to give effect to the transactions contemplated and/or authorized by this proposed Share Buyback Mandate and/or this Ordinary Resolution.

### BY ORDER OF THE BOARD

LIM HENG CHONG BENNY  
CHRIS CHONG CHEE KEONG  
Joint Company Secretaries  
Singapore, 11 April 2014

### Notes:

- Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 11 April 2014.
- A member entitled to attend and vote at the Special General Meeting is entitled to appoint no more than two proxies to attend and vote in his stead and such proxy need not be a member of the Company.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the member 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 office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the Special General Meeting.