



NOTICE OF ANNUAL GENERAL MEETING

CHINESE GLOBAL INVESTORS GROUP LTD.
華人環球投資集團有限公司

CHINESE GLOBAL INVESTORS GROUP LTD.
(Company Registration No. 196600189D) (Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chinese Global Investors Group Ltd. will be held at Suntec Singapore Convention & Exhibition Centre, Level 3 Foyer 5, Room 333, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 29 October 2015 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 and the Group for the financial year ended 30 June 2015 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$140,000 for the financial year ending 30 June 2016 to be paid quarterly in arrears. (2015: S\$140,000) **(Resolution 2)**
- To re-elect Dr. Cao Yong, being a Director who retires by rotation pursuant to Article 107 of the Articles of Association of the Company. **(Resolution 3)**
[Please see Explanatory Note (i)]
- To re-appoint the following Directors of the Company to hold office until the next annual general meeting of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50:
Mr. Tee Tua Ba **(Resolution 4)**
[Please see Explanatory Note (ii)]
Tan Sri Datuk Henry Chin Poy-Wu **(Resolution 5)**
[Please see Explanatory Note (iii)] **(Resolution 6)**
- To re-appoint Messrs Crowe Horwath First Trust LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
- 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 issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual, Section B: Rules of Catalyst (the "Catalist Rules") of Singapore Exchange Securities Trading Limited ("SGX-ST")**
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalyst Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:
 - issue shares in the Company ("shares") whether by way of rights, bonus 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 of the Company may in their absolute discretion deem fit; and(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force, (the "Share Issue Mandate")
provided that:
 - the aggregate number of shares (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed hundred per cent. (100%) 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 and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall 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);
 - (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of the Instruments;
 - new shares arising from exercising 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 the Chapter 8 of the Catalyst Rules of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
 - unless revoked or varied by the Company in a general meeting, the Share Issue Mandate 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 (iv)] **(Resolution 7)**
- Authority to issue shares under the AUSWIN Share Plan (previously known as MIDDLE EAST DEVELOPMENT SINGAPORE Share Plan)**
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant awards under the AUSWIN Share Plan (the "Plan") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Plan, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan and other share-based incentive schemes shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (v)] **(Resolution 8)**

BY ORDER OF THE BOARD
LOW WAI CHEONG
BENNY LIM HENG CHONG
Joint Company Secretaries
Singapore, 15 October 2015

Explanatory Notes:

- Dr. Cao Yong will, upon re-election as Independent Director of the Company, remain as the Chairman of Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST.
- Mr. Tee Tua Ba will, upon re-appointment as Director of the Company, remain as the Chairman of Nominating and Remuneration Committees and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST.
There are no relationships (including immediate family relationships) between Mr. Tee and the other Directors, the Company or the 10% shareholders (as defined in the Code of Corporate Governance 2012) of the Company. Detailed information on Mr. Tee can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2015.
- Tan Sri Datuk Henry Chin Poy-Wu will, upon re-appointment as Director of the Company, remain as the Chairman of the Board of Directors, Investment Committee and the Risk Management Committee, a member of the Audit, Nominating and Remuneration Committees and will be considered as independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST.
There are no relationships (including immediate family relationships) between Tan Sri Datuk Chin and the other Directors, the Company or the 10% shareholders (as defined in the Code of Corporate Governance 2012) of the Company. Detailed information on Tan Sri Datuk Chin can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2015.
- The Ordinary Resolution 7 above, if passed, will empower 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 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, hundred per cent. (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty per cent. (50%) 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 percentage 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 the Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.
- The Ordinary Resolution 8 above, if passed, will empower 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of awards under the Plan and such other share-based incentive scheme up to a number not exceeding in total (for the entire duration of the Plan) fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting ("AGM") 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 3 Shenton Way, #11-10 Shenton House, Singapore 068805 not less than forty-eight (48) hours before the time appointed for holding the AGM.
- A member of the Company which is a corporation is entitled to appoint its authorized representatives or proxies to vote on its behalf.
- This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.
This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.
The contact person for the Sponsor is:
Name: Mr Chew Kok Liang, Registered Professional
Telephone: (+65) 6381 6769

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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 or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.