CHANGTIAN PLASTIC & CHEMICAL LIMITED

(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Changtian Plastic & Chemical Limited (the "**Company**") will be held at Minto Room, Level 4, Raffles City Convention Centre, No. 2 Stamford Road, Singapore 178882 on Friday, 29 April 2016 at 2:00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. (a) To re-elect Mr Chen Yongfu, a Director retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. [See Explanatory Note (i)] **(Resolution 2a)**
   (b) To re-elect Mr Yang Junqing, a Director retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. [See Explanatory Note (ii)] **(Resolution 2b)**
   (c) To re-elect Mr Chan Yin David, a Director retiring pursuant to Bye-Law 104 of the Company's Bye-Laws. [See Explanatory Note (iii)] **(Resolution 2c)**
3. To approve the payment of Directors' fees of S$180,000 for the financial year ending 31 December 2016, to be paid quarterly in arrears at S$45,000 per quarter. (FY2015: S$180,000/-). **(Resolution 3)**
4. To re-appoint Messrs BDO Limited, Certified Public Accountants, Hong Kong and Messrs BDO LLP, Public Accountants and Chartered Accountants, Singapore as the Company's joint auditors jointly and severally and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. 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 modifications:

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

   1. (i) issue shares in the capital of the Company (the "**Shares**") (whether by way of rights, bonus or otherwise); and/or
      (ii) make or grant offers, agreements or options that may or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, the "**Instruments**");
   2. (notwithstanding that the authority conferred by paragraph 1 of this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force,

   at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided that:

   (a) 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 of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be offered other than on a pro-rata basis to 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 of the Company (as calculated in accordance with sub-paragraph (b) below);

   (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of the total number of issued Shares excluding treasury shares shall be calculated based on the total number of issued Shares excluding treasury shares of the Company at the time of the passing of this resolution, after adjusting for:

      (i) new Shares arising from the conversion or exercise of any convertible securities;

      (ii) new Shares arising from exercise 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

      (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

   (c) 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 memorandum of association and Bye-laws for the time being of the Company; and

   (d) 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 to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue Shares pursuant to any Instrument made or granted by the Directors while this resolution was in force notwithstanding that such authority has ceased to be in force at the time of issue of such Shares."
   [See Explanatory Note (iv)]. **(Resolution 5)**

7. "That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Changtian Employee Share Option Scheme ("**Scheme**") and to allot and 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 exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total issued share capital of the Company from time to time."
   [See Explanatory Note (v)]. **(Resolution 6)**

By Order of the Board

Chan Pak Kin Ken
Secretary

Singapore, 6 April 2016

Explanatory Notes:

(i) Mr Chen Yongfu will, upon re-election continue as the Deputy Chairman and Executive Director of the Board.

(ii) Mr Yang Junqing will, upon re-election continue as an Executive Director of the Board.

(iii) Mr Chan Yin David will, upon re-election continue as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

(iv) The Ordinary Resolution 5 proposed in item 6. above, if passed, is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 5 (including shares to be issued in pursuance of instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of twenty per cent. (20%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 5, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 5, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

(v) The Ordinary Resolution 6 proposed in item 7. above, if passed, is to authorise the Directors to offer and grant options in accordance with the provisions of the Changtian Employee Share Option ("**Scheme**") and to allot and issue shares under the Scheme up to an amount not exceeding fifteen per cent. (15%) of the total issued share capital of the Company from time to time.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to 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. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. Depositors whose names are shown in the records of CDP as at a time not earlier than forty-eight (48) hours prior to the time of the Annual General Meeting, may attend as CDP's proxies. Depositors who are individuals and who wish to attend the Annual General Meeting in person need not take any further action and can attend and vote at the Annual General Meeting without the lodgment of any proxy form. A Depositor who is (i) an individual but is unable to attend the Annual General Meeting personally and wish to appoint a nominee(s) to attend and vote, or (ii) is a corporation, should complete and sign the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the 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 408623, not less than forty-eight (48) hours before the time appointed for the Annual General Meeting.