



## CHINA STATIONERY LIMITED

(Incorporated in Bermuda under the Companies Act 1981 of Bermuda)  
(Company Registration No.: 40535)  
(Registered as a foreign company in Malaysia under the Companies Act 1965 of Malaysia)  
(Malaysian Branch Registration No.: 995224-W)

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting of the Company will be held at Langkawi Room, 1st Floor, Bukit Jalil Golf and Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Friday, 26 May 2017 at 10.00 a.m., to transact the following:

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM280,000 for the financial year ending 31 December 2017.
3. To re-elect the following Directors who are retiring by rotation pursuant to Bye-Law 89(1) of the Bye-Laws of the Company and, who being eligible, offer themselves for re-election:  
(a) Mr Angus Kwan Chun Jut  
(b) Dr Risambessy Izaac
4. To re-appoint Messrs RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.
5. To transact any other business of which due notice shall have been given.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, with or without modifications:

#### 6. AUTHORITY TO ISSUE SHARES

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to the Bye-Law 12 of the Bye-Laws of the Company, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate nominal value of new ordinary shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total nominal value of the issued and paid-up capital (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so allotted on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company, unless such approval is revoked or varied by a resolution of the Company at a general meeting."

#### 7. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP CAPITAL OF THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK")

"THAT subject to compliance with the provisions of the Bye-Laws of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), the Companies Act 1981 of Bermuda ("the Act") and all other applicable laws, guidelines, rules and regulations for the time being in force and the approvals of all relevant governmental and/or regulatory authorities, the Directors of the Company be hereby unconditionally and generally authorised to make purchases of ordinary shares of SGD0.001 each in the Company's issued and paid-up capital through Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their discretion, deem fit, subject further to the following:

- i) the maximum number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the issued and paid-up capital of the Company at any point in time; and
- ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits and the share premium account of the Company. As of 31 December 2016, the audited retained profits and share premium of the Company are RMB2,193,835,000 and RMB449,936,000 respectively;

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the MMLR and any other relevant authorities.

AND THAT the Directors of the Company be and are hereby empowered to carry out the above immediately upon the passing of this resolution and the authority conferred by this resolution will continue to be in force from the date of the passing of this resolution until:

- i) the conclusion of the next annual general meeting of the Company following the general meeting at which this resolution was passed at which time it shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next annual general meeting is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in a general meeting;

whichever is the earliest, and the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they deem fit and expedient in the interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back contemplated and/or authorised by this resolution."

By Order of the Board

Secretarius Services Sdn Bhd  
Company Secretary

Dated: 28 April 2017

#### Notes:

1. Any Member entitled to attend and vote at a meeting of the Company who is the holder of two (2) or more shares shall be entitled to appoint not more than two (2) proxies to attend and vote instead of him at the same general meeting provided that if the Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 of Malaysia ("Central Depositories Act"), it may appoint at least one (1) proxy to attend and vote at the same general meeting in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of that Securities Account. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. A proxy need not be a Member.
2. In any case where an instrument of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. The instrument appointing a proxy must be deposited at the Share Registrar of the Company in Malaysia at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting, i.e. before 10.00 a.m. on Wednesday, 24 May 2017 or adjourned meeting, and in default the instrument of proxy shall not be treated as valid.
5. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
7. For the purpose of determining a Member who shall be entitled to attend the 2017 Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Bye-Laws 61(5) of the Company's Bye Laws and Section 34(1) of the Central Depositories Act to issue a General Meeting Record of Depositor as at 17 May 2017. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his stead.

#### EXPLANATORY NOTE ON ORDINARY BUSINESS:

##### 1. ITEM 1 OF THE AGENDA - RECEIPT OF REPORT AND AUDITED FINANCIAL STATEMENTS

Agenda item no. 1 is meant for discussion only as the provision of Section 84 of the Bermuda Companies Act, 1981 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS:

##### 2. ORDINARY RESOLUTION 3 - RE-ELECTION OF DR RISAMBESSY IZAAC AS DIRECTOR

In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012, the Nominating Committee has conducted an annual assessment of the independence of Dr Risambessy Izaac, who has served as an Independent Non-Executive Director of the Company, who is seeking for re-election pursuant to Bye-Law 89(1) of the Bye-Laws of the Company at the forthcoming 2017 Annual General Meeting.

The justifications of the Board of Directors for recommending and supporting the resolution for his re-appointment as Independent Non-Executive Director is disclosed in the Statement on Corporate Governance in the 2017 Annual Report of the Company.

##### 3. ORDINARY RESOLUTION 5 - AUTHORITY TO ISSUE SHARES

The proposed Resolution 5 for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to the Bye-Law 12 of the Bye-Laws of the Company, from the date of the above meeting, to issue shares of not more than ten percent (10%) of the nominal value of the issued and paid-up capital of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company.

This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next annual general meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for issuance of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

The Company did not allot any shares pursuant to the mandate granted to the Directors at the 2016 Annual General Meeting as at the date of this Notice. The Company did not allot any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

##### 4. ORDINARY RESOLUTION 6 - PROPOSED RENEWAL OF SHARE BUY-BACK

For further information on proposed Resolution 6, please refer to the Statement of Share Buy-Back dated 28 April 2017 accompanying the Company's Annual Report for the financial year ended 31 December 2016.