

Company number: 105875

**ASIA CERAMICS HOLDINGS PLC
NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of the above named Company will be held at 12 Castle Street, St Helier, Jersey, JE2 3RT at 12pm BST on 19 June 2014 for the following purposes:

1. To receive the Company's annual accounts for the financial year ended 31 December 2013 together with the last directors' report, the last directors' remuneration report and the auditors' report on those accounts.
2. To re-elect Mr Alei Duan, who retires pursuant to article 20 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
3. To re-elect Mr Weifeng Liu, who retires pursuant to article 20 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
4. To re-elect Mr Shou Yuan Wu, who retires pursuant to article 20 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
5. To re-appoint UHY Hacker Young LLP as auditors of the Company and to authorise the directors to fix their remuneration.
6. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

"**THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of article 2.3 of the articles of association to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal value of £18,316 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company).

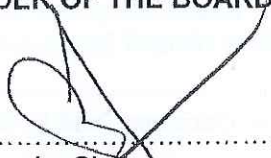
PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

7. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

"**THAT**, subject to and conditional upon the passing of the resolution numbered 6 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to article 2.10 of the articles of association to allot equity securities pursuant to the authority conferred upon them by resolution 6 provided that this authority and power shall be limited to:

- 7.1 the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body, in any territory; and
- 7.2 the allotment (otherwise than pursuant to sub-paragraph 7.1 above) of equity securities up to an aggregate nominal amount of £5,495 representing approximately 10% of the current share capital of the Company
- and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."

BY ORDER OF THE BOARD


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Frank Lewis, Chairman

Date: 14 MAY 2014

Registered office:

12 Castle Street
St Helier
Jersey
JE2 3RT

NOTES:

1. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. A proxy may only be appointed using the procedures set out in these notes and the notes to the proxy form. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and deposit it at the office of Capita Secretaries Limited, 12 Castle Street, St Helier, Jersey, JE2 3RT, by 12pm BST on 17 June 2014, (being 48 hours before the meeting), either:
 - in hard copy form, by post or courier;
 - in electronic form, by email attaching a clear scanned copy to sophie.lamee@capita.ie; or
 - by fax to 0044 1534 847001.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.

3. In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of Capita Secretaries Limited, at 12 Castle Street, St Helier, Jersey, JE2 3RT, by 9am BST on 19 June 2014, (being 3 hours before the meeting), in hard copy or electronic form.
4. Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of Capita Secretaries Limited, 12 Castle Street, St Helier, Jersey, JE2 3RT prior to the commencement of the meeting or be presented to the Chairman at the meeting.
5. The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at 12pm BST on 17 June 2014, (being 48 hours before the meeting) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.