



China Puda High-Tech Holdings Limited

ACN 154 050 656

NOTICE OF EXTRAORDINARY GENERAL MEETING

to be held on 29 April 2014

In China

Commencing at 10:00 am China Time

No.45 Luyuan, Fengshan Community, Donghu Office, Fengze District,

Quanzhou City, Fujian Province, China

And

In Australia

Commencing at 11:30 ACST: Adelaide Time

at 242 Angas Street

Adelaide, SA 5000

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

If you are in doubt as to what to do with this document please contact your legal,

financial or other professional advisor immediately

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Part A Letter to Shareholders

14 March 2014

Dear Shareholder

Attached is the China Puda High-Tech Holdings Limited (the “Company”) Notice of Extraordinary General Meeting (EGM) and accompanying Explanatory Memorandum.

The purpose of the meeting is that the Company seeks shareholder approval to:

1. approve the removal of the Company’s auditor; and
2. approve the appointment of replacement auditors.

Full details of the above resolutions are provided in the accompanying Explanatory Memorandum.

Please consider carefully the contents of this Notice of Meeting, including, without limitation, the Explanatory Memorandum. If you are in any doubt as to any matter, please consult your legal, financial or other professional adviser.

Yours faithfully



Mr Cheng Chin-Jung

Chairman and CEO

China Puda High-Tech Holdings Limited

Part B Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Members of China Puda High-Tech Holdings Limited (the “Company”) will be held at two locations on 29 April 2014:

China

Commencing at 10:00 am China Time at No.45 Luyuan, Fengshan Community, Donghu Office, Fengze District, Quanzhou City, Fujian Province, China

And

Australia

Commencing at 11:30 ACST: Adelaide Time at 242 Angas Street, Adelaide, SA 5000

If you are unable to attend the meeting or attend by teleconference, please complete and return the enclosed Proxy Form. The completed Proxy Form must be received at the Company's share registry or the registered office of the Company, before 11:30am ACST on 27 April 2014. The details of the Company's share registry and registered office are set out in the attached proxy form.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

Members are advised to read these documents in full as important background information is included.

The Chairman will be casting undirected proxy votes held by him in favour of the Resolutions.

BUSINESS

Proposed Resolutions:

1. Removal of Auditor; and
2. Appointment of Auditor.

PROPOSED RESOLUTIONS

Resolution 1: Removal of Auditor - as an ordinary resolution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That Pitcher Partners SA Pty Ltd, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”

Short Explanation: The Company is seeking the approval of shareholders to remove Pitcher Partners SA Pty Ltd as auditor.


Resolution 2: Appointment of Auditor - as a special resolution

To consider and, if thought fit, with or without amendment, to pass the following resolution as a special resolution:

“That, subject to the passing of Resolution 1, Walker Wayland NSW being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company’s auditor in accordance with the Corporations Act effective from the date of the Meeting and the Directors be authorised to agree the remuneration.”

Short Explanation: In the event Shareholders consent to the removal of Pitcher Partners SA Pty Ltd as auditor, a new auditor needs to be appointed. Walker Wayland NSW has consented to be appointed as auditor subject to the approval of Shareholders.

By order of the Board and dated 14 March 2014.



James Church

Company Secretary

NOTES:

1. Further details of the Resolutions in this Notice of Meeting are contained in the Explanatory Memorandum accompanying this Notice of Meeting. The Explanatory Memorandum should be read together with, and forms part of, this Notice of Meeting.
2. Shareholders unable to attend the Meeting can complete the Proxy Form contained in this Notice of Meeting. The form must be received by the Company at the address or the facsimile number indicated on the Proxy Form no later than 11:30am on 27 April 2014.
3. In accordance with the Corporations Act, a person's entitlement to vote at the Extraordinary General Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person (reflected in the register of members) as at 11:30am on 27 April 2014. Members that do not hold shares at this time will be ineligible to vote at the meeting.
4. Shareholders unable to attend the Meeting are urged to complete the attached Proxy Form and return it to the Company in accordance with Note 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy. A proxy need not be a member of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes. Proxies must be lodged at the registered office of the Company or the Company's share registry, no later than forty-eight hours before the meeting or adjourned meeting. A form of proxy together with a return addressed envelope is provided with this notice.
5. For those shareholders who wish to attend the Extraordinary General Meeting by Skype which will also commence at 11:30am ACST on 29 April 2014 (the line will be open from 11:15am ACST to allow time for everyone to ensure that they can dial in). The call can be accessed using the following details:

Skype name: Connell-lawyers-james

You will need to have your shareholder identification number (SRN/HIN) as well as the name of your holding if you intend to ask a question via the teleconference.

6. Members will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company including the opportunity to ask questions of the Company's auditor. Members are invited to submit any questions to the Company no later than 5 business days before the meeting.

VOTING IN PERSON

7. Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that we may check the shareholding against the Share Register and note attendances.

8. In order to vote in person at the Meeting, a corporation that is a shareholder or a proxy may appoint an individual to act as its representative. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

Part C: Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the business to be conducted at a meeting of the Company to be held at two locations:

China

Commencing at 10:00 am China Time at No.45 Luyuan, Fengshan Community, Donghu Office, Fengze District, Quanzhou City, Fujian Province, China

And

Australia

Commencing at 11:30 ACST: Adelaide Time at 242 Angas Street, Adelaide, SA 5000

This Explanatory Memorandum forms part of the Notice of Meeting and must be read together with that Notice. The purpose of this Explanatory Memorandum is to provide Shareholders with an explanation of the business of the Meeting and of the Resolutions to be proposed and considered at the Meeting and to assist Shareholders in determining how they wish to vote on each of the Resolutions.

Resolutions 1 and 2 – Removal and Appointment of Auditor

Under section 329 of the Corporations Act, an auditor of a Company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given. The notice of intention to remove Pitcher Partners SA Pty Ltd is provided to shareholders with this Notice of Meeting.

It should be noted that, under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company provides the notice of intention to shareholders at Appendix A to this Notice and seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

The Company has been reviewing its operations as part of a strategy to reduce its current expenses without reducing the level of service the Company receives. As part of this strategy the Company has recently re-located its registered office from Melbourne to Adelaide which was driven by a change in the Company's Chief Financial Officer and Company Secretary. The Company also looked to obtain the services of a smaller accounting firm with the appropriate experience to undertake auditing services for the Company. The current auditors, Pitcher Partners are a large accounting firm and in consequence, their fee structure is substantially higher than other Australian accounting firms who can provide a similar level of service and the confidence that shareholders and management of the Company require of the work.

Additionally, Walker Wayland NSW is part of the same international accounting association as the auditor of the Company's Chinese subsidiary. The change in auditor will therefore streamline the Company's audit process.

Pitcher Partners SA Pty Ltd are prepared to resign following the appointment of Walker Wayland NSW. The Company has been very satisfied with the audit services provided by Pitcher Partners SA Pty Ltd and the decision to seek shareholder approval to appoint a new auditor is based on commercial considerations only.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor under Section 329 of the Corporations Act. If Pitcher Partners SA Pty Ltd is removed under Resolution 1, the Directors propose that Walker Wayland NSW be appointed as the Company's auditor effective from the Meeting. The notice of intention to remove Pitcher Partners SA Pty Ltd as auditor of the Company and nomination of Walker Wayland NSW as auditor of the Company is provided to Shareholders in Annexure A to this Notice of Extraordinary General Meeting. Walker Wayland NSW have given written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act.

If Resolutions 1 and 2 are passed, the appointment of Walker Wayland NSW as the Company's auditor will take effect at the close of this Extraordinary General Meeting.

The Directors of the Company unanimously recommend to all Members that they vote in favour of these Resolutions.

Shareholders are encouraged to contact James Church on 08 8223 4800 if they have any queries in respect of matters set out in these documents.

A handwritten signature in black ink, appearing to read 'Cheng Chin-Jung'.

Mr Cheng Chin-Jung

Chairman and CEO

China Puda High-Tech Holdings Limited

APPENDIX

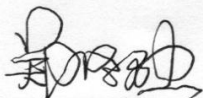
04 March 2014

James Church
Company Secretary
China Puda High-Tech Holdings Limited
242 Angas Street
Adelaide SA 5000

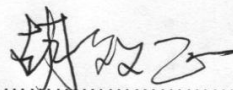
Dear James,

We hereby give notice, as Directors of the Company, that we intend to convene a general meeting of China Puda High-Tech Holdings Limited (the Company) on or around 5 May 2014 for shareholders to consider, and if thought fit, pass a resolution to remove Pitcher Partners (SA) as Auditor and to appoint Walker Wayland NSW.

Regards,



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Cheng Chin-Jung
Director
China Puda High-Tech Holdings Limited



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Hu Chih-Cheng
Director
China Puda High-Tech Holdings Limited

05 March 2014

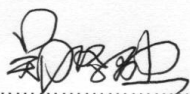
James Church
Company Secretary
China Puda High-Tech Holdings Limited
242 Angas Street
Adelaide SA 5000

Dear Mr Church,

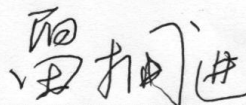
Nomination of Company Auditors

We, Cheng Chin-Jung and Liu Yongjin, being all of the members of China Puda Investment Co Ltd, a member of China Puda High-Tech Holdings Limited hereby nominate Walker Wayland NSW for appointment as auditor of the Company as required by s 328B(3) of the *Corporations Act 2001* (Cth).

Regards,



Cheng Chin-Jung
China Puda Investment Co Ltd



Liu Yongjin
China Puda Investment Co Ltd

