

# NOTICE OF ANNUAL GENERAL MEETING

## NIPPECRAFT LIMITED

Registration No. 197702861N

(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (**AGM**) of Nippecraft Limited (**Company**) will be held at 9 Fan Yoong Road, Singapore 629787, on Wednesday, 29 April 2015 at 10:00 am for the following purposes:

### As Ordinary Business

- 1) To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2014, together with the Auditors' Report thereon. **(Resolution 1)**
- 2) To re-elect the following directors who are retiring by rotation under article 104 of the Company's Articles of Association:  
(a) Ms Indah Suryasari Wijaya Limantara; and **(Resolution 2)**  
(b) Mr Lim Yu Neng Paul **(Resolution 3)**
- 3) To re-elect the following directors who are retiring under article 114 of the Company's Articles of Association:-  
(a) Mr Benny Iswandy **(Resolution 4)**  
(b) Mr Khoo Song Koon **(Resolution 5)**
- 4) To approve Directors' fees of \$80,000 payable by the Company for the financial year ended 31 December 2014 (2013: \$80,000). **(Resolution 6)**
- 5) To re-appoint Crowe Horwath First Trust LLP as auditors of the Company for the financial year ending 31 December 2015 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
- 6) To transact any other business that may properly be transacted at an Annual General Meeting.

### As Special Business

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

#### 7) Authority to allot and issue shares

"THAT, pursuant to section 161 of the Companies Act, Chapter 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited (**SGX-ST**), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (**Shares**) (whether by way of rights, bonus or otherwise); and/or  
(ii) 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) warrants, debentures or other instruments convertible or exchangeable 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 in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 50% of the total number of issued Shares (excluding treasury shares, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued 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 20% of the Company's total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) 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 Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a 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 by law to be held, whichever is the earlier." **(Resolution 8)**

#### (8) Renewal Of The Shareholders' Mandate For Interested Person Transactions

"THAT

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST for the Company, its subsidiaries and target associated companies or any of them, to enter into any of the transactions falling within the types of interested person transactions, described in the Appendix to the Annual General Meeting to shareholders of the Company dated 10 April 2015 (the **Appendix**) with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on an arm's length basis and on normal commercial terms and in accordance with the guidelines and review procedures for such interested person transactions as amended in the Appendix;
- (b) the approval given in paragraph (a) above (the **Shareholders' Mandate**) shall, unless revoked or varied by the Company in General Meeting, continue in force until the next annual general meeting of the Company; and
- (c) the Directors of the Company, be and are hereby authorised to complete and do all such acts, deeds and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate or this Resolution." **(Resolution 9)**

(See Explanatory Notes)

### By Order of the Board of Directors

Lee Lih Feng  
Company Secretary  
Singapore  
10 April 2015

### Explanatory Notes:

1. The Chairman of the Annual General Meeting will be exercising his right under article 79 of the Company's Articles of Association to demand a poll in respect of each of the resolutions to be put to the vote of members at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of poll.
2. A member of the Company entitled to attend and vote at the above Annual General Meeting may appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated. Such proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the Company's registered office at 9 Fan Yoong Road, Singapore 629787, not less than 48 hours before the time appointed for holding the meeting.

### Explanatory Notes and Statement under article 70 of the Company's Articles of Association

#### Resolution 3

If re-elected, Mr Lim Yu Neng Paul, an independent director, shall remain as a member of the Audit Committee and the Chairman of the Nominating Committee of the Company.

#### Resolution 5

If re-elected, Mr Khoo Song Koon, an independent director, shall remain as a member of the Audit Committee of the Company.

#### Resolution 8

The proposed Resolution 8, if passed, will empower the Directors, from the date of the Annual General Meeting until the next Annual General Meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares, with a sub-limit of 20% for Shares other than on a pro-rata basis to Shareholders.

#### Resolution 9

The proposed Resolution 9, if passed will renew the IPT Mandate (which was approved at the annual general meeting of the Company held on 28 April 2014) to facilitate the Company, its subsidiaries and associated companies which are entities at risk as defined in Chapter 9 of the Listing Manual of the SGX-ST, to enter into Interested Persons Transactions, the details of which are set out in the Appendix accompanying this Annual Report. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in the general meeting, expire at the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

### Personal data privacy:

By submitting an instrument appointing a proxy and/or representative 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) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives relating to the AGM (including any adjournment thereof); and
- (ii) warrants that where the member discloses the personal data of the member's proxy and/or representative to the Company (or its agents), the member has obtained all necessary consents to do so, and that the Company (or its agents) may collect, use and disclose such personal data for the purposes above.