



SUNRIGHT LIMITED

Company Registration Number 197800523M
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 38th Annual General Meeting of the Company will be held at Meeting Room 311, Level 3, Suntec International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 18 November 2016 at 9:30 a.m. for the following purposes:—

ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 July 2016 and the Auditors' Report thereon. Resolution 1
- To declare a tax-exempt one-tier final dividend of 0.2 Singapore cent per ordinary share for the financial year ended 31 July 2016. Resolution 2
- To re-elect the following directors retiring by rotation under Article 87 of the Company's Constitution and who, being eligible, offer themselves for re-election as a Director of the Company:
 - Kenneth Tan Teoh Khoon Resolution 3
 - Samuel Lim Syn Soo Resolution 4
- To re-appoint the following directors who were previously re-appointed to hold office until the 38th Annual General Meeting of the Company pursuant to then Section 153(6) of the Singapore Companies Act, Chapter 50:
 - Mr Francis Lee Choon Hui (*Independent Director & Chairman of the Audit Committee*) Resolution 5
[See Explanatory Note (ii)]
 - Mr Timothy Brooks Smith (*Independent Director & a member of the Audit Committee*) Resolution 6
[See Explanatory Note (ii)]

Note: If re-appointed, Mr Francis Lee Choon Hui and Mr Timothy Brooks Smith will remain as Chairman and a member of the Audit Committee respectively.
- To approve the payment of Directors' fees of S\$164,000 (2015: S\$164,000). Resolution 7
- To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. Resolution 8

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without amendments, the following resolution as a Special Resolution:

- "THAT the Constitution of the Company be amended in the manner as set out in the Appendix to the Notice of Annual General Meeting dated 26 October 2016." Resolution 9
[See Explanatory Note (iii)]

By Order of the Board

Adeline Lim Kim Swan
Company Secretary
26 October 2016

EXPLANATORY NOTE

- Resolutions 3 to 4 – Detailed information on these directors can be found in the Board of Directors section and Corporate Governance Statement in the Annual Report 2016. Save for Ms Lim Mee Ing, there are no relationships (including immediate family relationship) between each of the directors and the other directors, the Company or its 10% shareholders.
- Resolutions 5 to 6, if respectively passed, will re-appoint the Directors mentioned in the respective resolutions as Directors of the Company, from the date of the meeting onwards without limitation in tenure save for prevailing applicable laws, listing rules and/or regulations, including the Company's Constitution. This is consequent upon the repeal of Section 153 of the Singapore Companies Act.
- Resolution 9 is to amend the Constitution to incorporate, among other things, the wide-ranging changes to the Singapore Companies Act, Chapter 50, introduced pursuant to the Companies (Amendment) Act 2014, which took effect in two (2) phases on 1 July 2015 and 3 January 2016 respectively. The Constitution will also be amended for consistency with the prevailing listing rules of the SGX-ST in compliance with Rule 730(2) of the Listing Manual of the SGX-ST, and to address other relevant regulatory changes. The Company is also taking the opportunity to streamline, rationalise and refine the language used in and to amend certain other provisions. Resolution 9 will be proposed as a Special Resolution. Please refer to the Appendix to the Notice of Annual General Meeting dated 26 October 2016 for more details.

PROXIES:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no such proportion or number is specified, the first named proxy shall be deemed as representing 100% of the shareholding and the second proxy shall be deemed as an alternate to the first named.
 - A member who is relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Singapore Companies Act, Chapter 50.

- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be lodged at the registered office of the Company at Block 1093 Lower Delta Road #02-01/08, Singapore 169204 not less than 48 hours before the time appointed for the Annual General Meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

Subject to the approval of the shareholders for the final dividend being obtained at the Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed from 5.00 p.m. on 25 November 2016 for the purpose of determining shareholders' entitlements to the proposed final dividend.

Duly completed registrable transfers of the ordinary shares in the capital of the Company received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 25 November 2016 will be registered before entitlements to the proposed final dividend are determined.

Shareholders whose Securities Account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 25 November 2016 will be entitled for the proposed final dividend.

The final dividend, if approved by shareholders at the Annual General Meeting, will be paid on 2 December 2016.

By Order of the Board

Adeline Lim Kim Swan
Company Secretary
26 October 2016