TAT HONG HOLDINGS LTD

UEN: 199105392H

(Incorporated In The Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tat Hong Holdings Ltd (the "**Company**") will be held at 11 Eunos Road 8, Lifelong Learning Institute, Level 1 Event Hall 1-1, Singapore 408601 on **28 July 2016** at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the year ended 31 March 2016 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring by rotation pursuant to Article 113 of the Company's Constitution and who, being eligible, offer themselves for re-election, as a Director of the Company:

   Mr Ng San Tiong Roland **(Resolution 2)**

   Dr Leong Horn Kee **(Resolution 3)**

   Mr Tse Po Shing Andy **(Resolution 4)**
   [See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S$383,733 for the year ended 31 March 2016 (previous year: S$470,000).
   [See Explanatory Note (ii)] **(Resolution 5)**
4. To re-appoint Messrs KPMG LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. **Authority to issue shares in the capital of the Company (excluding treasury shares) pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST")**

   That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

   (a) (i) issue shares in 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) options, warrants, debentures or other instruments convertible 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 Instrument made or granted by the Directors of the Company while this Resolution was in force,

   (the "**Share Issue Mandate**")

   provided that:

   (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

   (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under the sub-paragraphs above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

   (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;

   (b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and

   (c) any subsequent consolidation or subdivision of shares;

   (3) in exercising the Share Issue Mandate 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 Constitution of the Company; and

   (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
   [See Explanatory Note (iii)] **(Resolution 7)**

7. **Authority to issue shares under the Tat Hong Share Option Scheme 2006**

   That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options under the Tat Hong Share Option Scheme 2006 (the "**Scheme 2006**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme 2006, whether granted during the subsistence of this authority or otherwise, provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Scheme 2006 and the Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.
   [See Explanatory Note (iv)] **(Resolution 8)**

8. **Authority to issue shares under the Tat Hong Performance Shares Plan**

   That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant awards under the Tat Hong Performance Shares Plan (the "**Share Plan**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Scheme 2006 and the Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.
   [See Explanatory Note (v)] **(Resolution 9)**

9. **Proposed Renewal of Shareholders' Mandate for Interested Person Transactions**

   That:

   (a) approval be and is hereby given for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the SGX-ST Listing Manual), or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions particulars of which are set out in the appendix to this Notice of Annual General Meeting to Shareholders dated 12 July 2016 (the "**Appendix**"), with the Interested Persons as described in the Appendix, provided that such transactions are made on normal commercial terms in accordance with the guidelines and procedures for review and administration of Interested Person Transactions as described in the Appendix (the "**IPT Mandate**");

   (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;

   (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the SGX-ST Listing Manual which may be prescribed by SGX-ST from time to time; and

   (d) the Directors of the Company be and are hereby authorised and empowered to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to the Shareholders' IPT Mandate and this Resolution.
   [See Explanatory Note (vi)] **(Resolution 10)**

10. **Proposed Renewal of Share Buyback Mandate**

    That:

    (a) for the purposes of Section 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company ("**Directors**") to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined) at such price(s) as may be determined by the Directors in the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

    (i) on-market purchase ("**On-Market Share Purchase**"), transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or

    (ii) off-market purchases ("**Off-Market Share Purchases**") if effected otherwise than on the SGX-ST in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual,

    (the "**Share Buyback Mandate**");

    (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held as treasury shares and dealt with in accordance with the Companies Act;

    (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and the expiring on the earlier of:

    (i) the date on which the next Annual General Meeting of the Company is held or required to be held;

    (ii) the date on which the share purchases are carried out to the full extent mandated; or

    (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

    (d) in this Ordinary Resolution:

    "**Prescribed Limit**" means 10% of the total number of Shares as at the date of the passing of this Resolution;

    "**Maximum Price**" in relation to a Share to be purchased, means a purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

    (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price.

    (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price.

    For the above purposes:

    "**Average Closing Price**" means the average of the closing market prices of a Share over the last 5 Market Days, on which the transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant 5-day period;

    "**date of making of the offer**" means the day on which the Company announces its intention to make an offer for the purchases of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Prices calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme effecting the Off-Market Share Purchase; and

    (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.
    [See Explanatory Note (vii)] **(Resolution 11)**

By Order of the Board

Jennie Hong Chok Hane / Ong Beng Hong
Joint Company Secretaries
Singapore
12 July 2016

Explanatory Notes:

(i) Mr Ng San Tiong Roland will, upon re-election, remain as the Managing Director of the Company, a member of the Nominating Committee and the Share Option/Performance Shares Plan Committee. Mr Ng's personal profile can be found on page 22 of the Annual Report 2016.

Dr Leong Horn Kee will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman of the Board, the Chairman of the Nominating Committee, a member of the Audit Committee and Remuneration Committee, and will be considered independent. Dr Leong's personal profile can be found on page 22 of the Annual Report 2016.

Mr Tse Po Shing Andy will, upon re-election as Director of the Company, remain as a member of the Audit Committee and Risk Management Committee, and will be considered non-independent. Mr Tse's profile can be found on page 23 of the Annual Report 2016.

(ii) The Company will disregard any votes cast on this resolution by Non-Executive Directors who are eligible to be paid fees. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person who is entitled to vote, in accordance with the discretions on the proxy form to vote as the proxy decides provided that the person entitled to vote excludes any Non-Executive Director who is eligible to be paid fees.

Ordinary Resolutions 7 - 11, if passed will take effect from the 28 July 2016 until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier.

(iii) Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to such persons as the Directors of the Company may in their absolute discretion deem fit.

The calculation of the aggregate number of shares that may be issued shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares) at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

(iv) Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme 2006 provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Scheme 2006 and the Share Plan does not exceed in total (for the entire duration of the Scheme 2006) 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(v) Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue shares in the Company pursuant to the vesting of awards under the Share Plan provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Share Plan and the Scheme 2006 does not exceed in total (for the entire duration of the Share Plan) 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(vi) Ordinary Resolution 10, if passed, will allow the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Persons Transactions as defined in Chapter 9 of the SGX-ST Listing Manual. Please refer to the Appendix for details.

(vii) Ordinary Resolution 11, if passed, will authorise the Directors of the Company to acquire up to 10% of the total number of issued ordinary shares in the capital of the Company to be cancelled or held as treasury shares. Please refer to the Appendix for details.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointer is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 82 Ubi Avenue 4 #05-01, Edward Boustead Centre, Singapore 408832 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal Privacy Protection

By submitting an instrument appointing a proxy(ies)/and/or representative(s) to attend, speak or vote at the Annual General Meeting and/or any adjournment thereof, a shareholder of the Company:

(i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis of proxies and representatives appointed for the Annual General Meeting (including adjournment thereof) and the preparation and compilation of the attendance lists, minute and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or services providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

(ii) warrants that where the shareholder discloses the personal data of his proxy(ies) and/or representative(s) to the Company (or its agents or services providers), the shareholder 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 shareholder shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.