



圣马控股
SUNMART HOLDINGS

SUNMART HOLDINGS LIMITED

(Company Registration No. 200600432W)
(Incorporated In The Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sunmart Holdings Limited ("the Company") will be held at Level 11, The Finexis Building, 108 Robinson Road, Singapore 068900 on Friday, 29 April 2016 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 88 of the Constitution of the Company:
Mr Tang Teck Choon **(Resolution 2)**
Mr Zhu Ping **(Resolution 3)**
Mr Tang Teck Choon will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and member of the Remuneration and Nominating Committees and will be considered independent.
Mr Zhu Ping will, upon re-election as a Director of the Company, remain as a member of the Audit, Remuneration and Nominating Committees and will be considered independent.
3. To re-elect Mr Wu Guoxing retiring pursuant to Article 89 of the Constitution of the Company. **(Resolution 4)**
4. To approve the payment of Directors' fees of S\$65,500 for the year ending 31 December 2016, to be paid quarterly in arrears. (2015: S\$79,000). **(Resolution 5)**
5. To re-appoint Messrs Nexia TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Zhou Jiamin
Company Secretary
Singapore, 14 April 2016

Notes:

1. A Member who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend and vote in his/her stead at the Annual General Meeting (the "Meeting").
2. A Member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Member.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
3. A proxy need not be a Member of the Company.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 112 Robinson Road, #12-04, Singapore 068902 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.