



TSH CORPORATION LIMITED

(Company Registration Number 200003865N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **TSH CORPORATION LIMITED** (“**Company**” and together with its subsidiaries, “**Group**”) will be held at 62 Burn Road #06-01 Singapore 369976 on 28 July 2016 at 3.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 13 July 2016 to shareholders of the Company (“Circular”).

ORDINARY RESOLUTION 1

THE PROPOSED DISPOSAL OF THE COMPANY’S ENTIRE SHAREHOLDING IN WOW TECHNOLOGIES (SINGAPORE) PTE. LTD. AND ITS SUBSIDIARIES AS A MAJOR TRANSACTION

THAT, approval be and is given:

- (a) for the Company to enter into the Proposed Wow Disposal on the terms and subject to the conditions set out in the Wow SPA as more particularly described in the Circular, being a major transaction under Chapter 10 of the Catalist Rules; and
- (b) for the Directors of the Company and each of them to be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of giving effect to the Wow SPA and the Proposed Wow Disposal.

ORDINARY RESOLUTION 2

THE PROPOSED DISPOSAL OF STARMO INTERNATIONAL PTE LTD’S ENTIRE SHAREHOLDING IN EXPLOMO TECHNICAL SERVICES PTE. LTD. AS AN INTERESTED PERSON TRANSACTION AND A MAJOR TRANSACTION

THAT, approval be and is given:

- (a) for the Company to enter into the Proposed Explomo Disposal on the terms and subject to the conditions set out in the Explomo SPA as more particularly described in the Circular, being a major transaction under Chapter 10 of the Catalist Rules and an Interested Person Transaction under Chapter 9 of the Catalist Rules; and
- (b) for the Directors of the Company and each of them to be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of giving effect to the Explomo SPA and the Proposed Explomo Disposal.

ORDINARY RESOLUTION 3

THE PROPOSED DISPOSAL OF THE COMPANY’S FREEHOLD INDUSTRIAL LAND AND BUILDING AS A MAJOR TRANSACTION

THAT, approval be and is given:

- (a) for the Company to enter into the Proposed Property Disposal on the terms and subject to the conditions set out in the Property SPA as more particularly described in the Circular, being a major transaction under Chapter 10 of the Catalist Rules; and
- (b) for the Directors of the Company and each of them to be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of giving effect to the Property SPA and the Proposed Property Disposal.

By Order of the Board

TSH CORPORATION LIMITED

CHAN LAI YIN

Company Secretary
Singapore, 13 July 2016

Notes:

- (i) A proxy need not be a member of the Company.
- (ii) Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (“**Act**”), a member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
- (iii) Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing one hundred per cent (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (iv) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at this meeting, but each proxy must be appointed to exercise the rights attached to different shares held by such member. Where such member 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 proxy form.
- (v) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting (“**Meeting**”).
- (vi) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 62 Burn Road #06-01 Singapore 369976 not less than 48 hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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.

This Notice has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor, SAC Capital Private Limited (the “Sponsor”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “Exchange”). The Sponsor has not independently verified the contents of this Notice.

This Notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Ms Tan Pei Woon (Telephone: 65-6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.