

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting of the shareholders of the Company will be held at 401 Havelock Road #03-00 Hotel Miramar Singapore 169631 on Friday, 29 April 2016 at 5.00 p.m. to transact the following businesses:

## ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company and the Directors' Statement and Auditors' Report for the year ended 31 December 2015. **Resolution 1**
2. To re-elect Mr Tan Chor Khoo, a Director retiring by rotation pursuant to Article 106 of the Constitution of the Company. **Resolution 2**
3. To re-elect Mdm Ho Geok Choo, a Director retiring by rotation pursuant to Article 106 of the Constitution of the Company. Mdm Ho Geok Choo shall, upon re-election as Director of the Company, remain as Chairman of the Nominating Committee and as a member of the Audit Committee, the Remuneration Nominating Committee and the Board Risk Committee and shall be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B, Rules of Catalyst) of the Singapore Exchange Securities Trading Limited ("SGX-ST") (the "Catalist Rules"). **Resolution 3**
4. To declare a final exempt (one-tier) dividend of 1 cent per ordinary share for the year ended 31 December 2015. **Resolution 4**
5. To approve the Directors' fees of SGD 115,000 for the year ended 31 December 2015. **Resolution 5**
6. To re-appoint Messrs RSM Chio Lim LLP as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**

## SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without amendments:
7. Authority to allot and issue shares  
Pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:-  
(i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 100 per cent (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing share holders of the Company does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);  
(ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-  
(a) new shares arising from the conversion or exercise of any convertible securities;  
(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and  
(c) any subsequent bonus issue, consolidation or sub-division of shares  
(iii) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting 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 7**

[See Explanatory Note (i)]

8. Authority to offer and grant options in accordance with Select Employee Share Option Scheme  
That approval be and is hereby given to the Directors to offer and grant options in accordance with the Rules of the Select Employee Share Option Scheme ("the Scheme") and to issue such shares in the capital of the Company as may be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total issued shares excluding Treasury Shares of the Company on the day preceding the date of the relevant grant. **Resolution 8**  
[See Explanatory Note (ii)]

9. And to transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- (i) The Ordinary Resolution proposed in item 7, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed 100% of the Company's total number of issued shares excluding treasury shares at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 50% of the Company's total number of issued shares excluding treasury shares. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- (ii) The Ordinary Resolution proposed in item 8 above, if passed, will empower the Directors of the Company to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of options under the Scheme, subject to the terms of the resolution.

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 11 May 2016 for the purpose of determining shareholders' entitlements to the proposed final exempt (one-tier) dividends of 1 cent per ordinary share in respect of the financial year ended 31 December 2015 (the "Proposed Dividend").

Duly completed transfers received by the Company's Registrars, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 up to 5.00 p.m. on 10 May 2016 will be registered before entitlements to the Proposed Dividend are determined. The Proposed Dividend, if approved by shareholders at the 2016 Annual General Meeting, will be paid on 27 May 2016.

Members whose Securities Accounts with The Central Depository (Pte) Limited ("CDP") are credited with shares at 5.00 p.m. on 10 May 2016 will be entitled to the Proposed Dividend.

In respect of shares in Securities Accounts with CDP, the Proposed Dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

## BY ORDER OF THE BOARD

Kwok Chi Biu  
Company Secretary  
Dated : 14 April 2016

### Notes:

- (a) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (b) If a proxy is to be appointed, the form must be deposited at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 not less than 48 hours before the meeting.
- (c) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (d) In the case of joint shareholders, all holders must sign the form of proxy.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives 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.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (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 announcement.

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

The contact person for the Sponsor is Mr. Bernard Lui. Tel: 6389 3000; Email: bernard.lui@morganlewis.com