

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at 18 Boon Lay Way, #04-110 Tradehub 21, Singapore 609966 on Wednesday, 30 April 2014 at 11.30 a.m., for the purpose of transacting the following businesses:

As Ordinary Business

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Directors' Report and the Auditor's Report thereon. **(Resolution 1)**
- To re-elect Mr. Wong Meng Yeng who is retiring by rotation pursuant to Article 106 of the Articles of Association of the Company. **(Resolution 2)**
(See Explanatory Note 1)
Mr. Wong Meng Yeng will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To re-elect Mdm Han Jui Hoon who is retiring by rotation pursuant to Article 106 of the Articles of Association of the Company. **(Resolution 3)**
(See Explanatory Note 2)
Mr. Chew Thiam Keng will cease as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.
- To note the retirement of Mr. Chew Thiam Keng as a Director.
Mr. Chew Thiam Keng will cease as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.
- To approve a final tax exempt (one-tier) dividend of SGD 0.0055 per ordinary share for the financial year ended 31 December 2013. **(Resolution 4)**
- To approve the payment of Directors' fees of S\$ 147,500 for the financial year ended 31 December 2013. **(Resolution 5)**
- To re-appoint Messrs BDO LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may be properly transacted at an Annual General Meeting

As Special Business

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

- Re-appointment of directors under Section 153(6) of the Companies Act, Cap. 50
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Lim Keng Jin be re-appointed as a Director of the Company to hold office until the next annual general meeting of the Company."
(See Explanatory Note 3) **(Resolution 7)**
Mr. Lim Keng Jin will, upon re-election as a Director of the Company, remain as Chairman of the Board, Chairman of Remuneration Committee and a member of the Audit Committee and Nominating Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- Authority to issue shares **(Resolution 8)**
"That, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-
(a) (i) issue shares in the capital of 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) 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 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 while this Resolution was in force, provided that:
(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below). Unless prior shareholder approval is required under the Listing Manual of the SGX-ST, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
(2) (subject to such manner of calculation 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 (1) above, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
(ii) any subsequent bonus issue, consolidation or subdivision of shares;
(3) in exercising the authority 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 Articles of Association for the time being of the Company; and
(4) (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 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 the earlier."
(See Explanatory Note 4)

BY ORDER OF THE BOARD

Chan Lai Yin
Company Secretary
Singapore, 15 April 2014

BOOKS CLOSURE DATE

Subject to shareholders' approval at the Annual General Meeting, the Register of Members and Share Transfer Books of the Company will be closed on 9 May 2014, for the purpose of determining Members' entitlements to a final tax exempt (one-tier) dividend of SGD 0.0055 per ordinary share for the financial year ended 31 December 2013, to be proposed at the Annual General Meeting of the Company to be held on 30 April 2014 (the "Proposed Final Dividend").

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 069802 by 5.00 p.m. on 8 May 2014 will be registered to determine Members' entitlements to the Proposed Final Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 8 May 2014 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved at the Annual General Meeting, will be paid on 26 May 2014.

Explanatory Notes on Businesses to be Transacted

- The detailed information of Mr Wong Meng Yeng can be found under Board of Directors section and page 41 of the Company's Annual Report. There are no relationships (including immediate family relationships) between Mr Wong Meng Yeng and the other Directors and the Company or its 10% shareholders.
- The detailed information of Mdm Han Jui Hoon can be found under Board of Directors section and page 41 of the Company's Annual Report. Mdm Han Jui Hoon is the spouse of Mr Foo Suan Sai, Chief Executive Officer of the Company and he holds more than 10% interest in the Company. Save for this relationship, Mdm Han Jui Hoon has no relationships (including immediate family relationships) with the other Directors and the Company or its 10% shareholders.
- The detailed information of Mr Lim Keng Jin can be found under Board of Directors section and page 41 of the Company's Annual Report. There are no relationships (including immediate family relationships) between Mr Lim Keng Jin and the other Directors and the Company or its 10% shareholders.
- The Ordinary Resolution no. 8 proposed in item 10 above, 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 aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of Company's total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at 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. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instrument made or granted under this authority.

Notes

- A member is entitled to attend and vote at this meeting and may appoint not more than two proxies to attend and vote in his stead.
- Where a member appoints two proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- A proxy need not be a member of the Company.
- A corporation which is a member of the Company may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 16H Enterprise Road, Singapore 627657 not less than 48 hours before the time appointed for holding the meeting.