



SUNLIGHT GROUP HLDG LTD
(Incorporated in the Republic of Singapore under the Companies Act, Cap. 50)
Company Registration No. 199806046G

Notice of Seventeenth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at 1 Third Chin Bee Road, Singapore 618679 on 28 July 2016, Thursday, at 11.00 a.m. to transact the following business: -

Ordinary Business

- 1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2016 and the Auditors' Report thereon.

[Resolution 1]

- 2 To re-appoint Mr Lim Kwang Joo as a Director of the Company.

[Resolution 2]

[See Explanatory Note (i)]

- 3(a) To re-elect Mr Eng Ek Phang who is retiring in accordance with Regulation 103 of the Company's Constitution, as Director of the Company.

[Resolution 3(a)]

[See Explanatory Note (ii)]

- 3(b) To re-elect Mr Koh Beng Leong who is retiring in accordance with Regulation 103 of the Company's Constitution, as Director of the Company.

[Resolution 3(b)]

[See Explanatory Note (iii)]

- 3(c) To re-elect Mr Phoon Han Meng Linus who is retiring in accordance with Regulation 103 of the Company's Constitution, as Director of the Company.

[Resolution 3(c)]

[See Explanatory Note (iv)]

- 4 To approve the sum of S\$67,000 as Directors' fees for the financial year ended 31 March 2016. (2015: S\$67,000)

[Resolution 4]

- 5 To re-appoint KPMG LLP as Auditors and to authorise the Directors to fix their remuneration.

[Resolution 5]

Special Business

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

6 Authority to allot and issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual - Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“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 Instruments made or granted by the Directors of the Company while this Resolution was in force,

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) to be issued pursuant to this Resolution shall not exceed one hundred per cent (100%) 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 to be issued (including shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per cent (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);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, 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 authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual – Section B: Rules of Catalist 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 general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (v)]

[Resolution 6]

7 To transact any other business that may be properly transacted at an AGM.

By Order of the Board

Ong Bee Hoon
Company Secretary

Singapore

13 July 2016

Explanatory Note:

- (i) Ordinary Resolution 2, if passed, is to re-appoint Mr Lim Kwang Joo as director of the Company to continue in office of the Company. With the repeal of Section 153(6) of the Companies Act, Cap. 50 with effect from 3 January 2016, upon re-appointment, Lim Kwang Joo will thereafter, be subject to retirement by rotation under the Company's Constitution. Mr Lim Kwang Joo will upon re-appointment as a director of the Company remain as a director and Executive Chairman of the Company.
- (ii) Mr Eng Ek Phang, if re-elected, will remain the Lead Independent Director of the Company and chairman of the audit and nominating committees and member of the remuneration committee and will be considered as an independent director.
- (iii) Mr Koh Beng Leong, if re-elected, will remain a director of the Company and chairman of the remuneration committee and member of the audit and nominating committees and will be considered as an independent director.
- (iv) Mr Phoon Han Meng Linus, if re-elected, will remain a director of the Company and member of the audit, remuneration and nominating committees and will be considered as an independent director.
- (v) The Resolution 6, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM of the Company, or the date by which the next AGM 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, to allot and issue shares or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per cent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty per cent (50%) may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for 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 when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Proxies:

- 1 (a) A member who is not a relevant intermediary is not entitled to appoint more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak 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. Where such member's form of proxy 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 form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap 50.

- 2 A proxy need not be a member of the Company.
- 3 The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Third Chin Bee Road, Singapore 618679, not less than 48 hours before the time appointed for the holding of the AGM.

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.

This announcement and its contents have been reviewed by the Company's sponsor, RHT Capital Pte Ltd (the "**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 Ms Amanda Chen, Registered Professional, RHT Capital Pte. Ltd., Six Battery Road, #10-01, Singapore 049909, telephone (65) 6381 6757.