

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of SHC Capital Asia Limited (the "Company") will be held at Orchard Hotel Singapore, Nutmeg Room, Level 2, 442 Orchard Road, Singapore 238879 on Friday, 28 April 2017 at 2.30 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2016 ("FY2016") together with the Auditors' Report thereon. **(Resolution 1)**

- To re-elect the retiring director of the Company ("Director"), Mr. Teo Chiang Khai, retiring pursuant to Article 99 of the Company's Constitution. **(Resolution 2)**

Please refer to the "Board of Directors" section of the Company's Annual Report 2016 for information on Mr. Teo Chiang Khai. Mr. Teo Chiang Khai is the nephew of Messrs. Teo Soo Kiat and Teo Soo Chew and a cousin of Mr. Teo Hsi Leang. Messrs. Teo Soo Chew, Teo Soo Kiat and Teo Chiang Khai are deemed to be interested in the shares of the Company held by SHC Capital Holdings Pte Ltd by virtue of their respective interests in See Hoy Chan Sdn. Berhad. Save for the abovementioned relationships, Mr. Teo Chiang Khai has no relationship (including immediate family relationships) with other Directors, the Company or its 10% shareholders.

Mr. Teo Chiang Khai will, upon re-election as a Director, remain as a Non-Executive and Non-Independent Director.

- To re-elect the retiring Director, Mr. Ng Fook Ai, Victor, retiring pursuant to Article 99 of the Company's Constitution. **(Resolution 3)**

Please refer to the "Board of Directors" section of the Company's Annual Report 2016 for information on Mr. Ng Fook Ai, Victor. Mr. Ng Fook Ai, Victor is considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst (the "Catalist Rules"), and if re-elected, will remain as the Lead Independent Director, Chairman of the Audit Committee and Remuneration Committee and a member of the Nominating Committee of the Company. There is no relationship (including immediate family relationships) between Mr. Ng Fook Ai, Victor and the other Directors, the Company or its 10% shareholders.

- To approve the payment of Directors' fees of S\$353,000 for FY2016 (previous year: S\$346,000). **(Resolution 4)**
- To re-appoint Messrs KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**

### AS SPECIAL BUSINESS

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

- Authority to issue shares in the capital of the Company ("Share Issue Mandate")

That, pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors to:-

- (i) allot and 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 one hundred per cent. (100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (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 fifty per cent. (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below).

- (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 and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

- (i) new Shares arising from the conversion or exercise of any convertible securities;

- (ii) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and

- (iii) any subsequent bonus issue, consolidation or sub-division of shares;

- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution 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 earlier. [See explanatory note 1] **(Resolution 6)**

- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Chan Lai Yin  
Company Secretary

Singapore, 13 April 2017

### Explanatory Note:

- Resolution 6, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting of the Company, 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 one hundred per cent. (100%) of the total number of issued Shares excluding treasury shares and subsidiary holdings. For issues of Shares other than on a *pro-rata* basis to all shareholders of the Company, the aggregate number of Shares to be issued will not exceed fifty per cent. (50%) of total number of issued Shares excluding treasury shares and subsidiary holdings. 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 depositor's name must appear on the Depository Register not less than 72 hours before the time appointed for holding the meeting.
- A proxy need not be a Member of the Company. A Member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. 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 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 member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or

- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

- The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00 Singapore 068898 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 Annual General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General 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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.