SING HOLDINGS LIMITED

Co. Reg. No. 196400165G

NOTICE OF ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Sing Holdings Limited will be held at The Executive Club, 65 Chulia Street #33-01 OCBC Centre Singapore 049513 on Wednesday, 23 April 2014 at 3.30 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2013 together with the Auditor's Report thereon. (Resolution 1)
2. To approve the payment of $158,000 as Directors' Fees for the year ended 31 December 2013 (2012: $149,000). (Resolution 2)
3. To declare a final dividend of 1.0 cent and a special dividend of 0.5 cent per ordinary share, one-tier tax exempt, for the year ended 31 December 2013. (Resolution 3)
4. To re-elect Mr Lee Sze Hao who retires as Director in accordance with Article 104 of the Articles of Association. (Resolution 4)
5. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap 50:– (Resolution 5)
   "That pursuant to Section 153(6) of the Companies Act, Cap 50, Mr Lee Fee Huang who is over 70 years of age, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."
6. To re-appoint Messrs Ernst & Young LLP as Auditor and to authorise the Directors to fix the Auditor's remuneration. (Resolution 6)
7. To transact any other business of an Annual General Meeting.

AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass with or without any amendments the following as an Ordinary Resolution: (Resolution 7)

   "That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to:

   (a) (i) allot and 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) warrants, debentures or other instruments convertible into shares,

   at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion consider fit; and

   (b) for the avoidance of doubt, notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue shares in pursuance of any Instrument already 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 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), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% 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 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 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:

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

   (ii) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and

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

   (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual 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) this authority 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."

BY ORDER OF THE BOARD

TAN MUI SANG
Company Secretary
Singapore, 8 April 2014

NOTES:

1. A member of the Company entitled to attend and vote at this Meeting is entitled to appoint another person or persons (whether a member or not) as his Proxy to attend and vote in his stead. The instrument appointing a proxy must be deposited at the Registered Office, 96 Robinson Road #10-01 SIF Building Singapore 068899 not less than 48 hours before the time appointed for the holding of the Meeting.
2. Mr Lee Sze Hao is a Non-independent Director and will, upon re-election as a Director of the Company under Resolution 4 above, remain as Chief Executive Officer and Managing Director of the Company.
3. Mr Lee Fee Huang is a Non-executive and Non-independent Director and will, upon re-appointment as a Director of the Company under Resolution 5 above, remain as Non-executive Chairman of the Board and a member of the Nominating Committee.
4. The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to allot and issue shares and convertible securities in the Company up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company for the time being for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of Company.

   For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the Company's 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 of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that the resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.