

SOOKEE[➤] GROUP

SOO KEE GROUP LTD.

(Incorporated in the Republic of Singapore)
Company Registration No. 201214694Z

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Soo Kee Group Ltd. (the "Company") will be held at 7 Changi Business Park Vista #01-01 Singapore 486042 on Friday, 29 April 2016 at 10:00 am to transact the following business:

AS ORDINARY BUSINESS

- To receive and consider the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **Resolution 1**
- To declare a first and final tax exempt (one-tier) dividend of 0.5 Singapore cent per ordinary share for the financial year ended 31 December 2015. **Resolution 2**
- To re-elect Mdm. Lim Liang Eng who is retiring in accordance with Article 89 of the Constitution of the Company, as a Director of the Company. **Resolution 3**
- To re-elect Mr. Ang Miah Khiang who is retiring in accordance with Article 88 of the Constitution of the Company, as a member of the Company.
[Mr. Ang Miah Khiang shall, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and as a member of the Nominating Committee and Remuneration Committee. Mr. Ang Miah Khiang shall be considered independent for the purpose of Rule 704(7) of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst ("Catalist Rules").] **Resolution 4**
- To re-elect Mr. Sim Eng Huat who is retiring in accordance with Article 88 of the Constitution of the Company, as a Director of the Company.
[Mr. Sim Eng Huat shall, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and as a member of the Audit Committee and Remuneration Committee. Mr. Sim Eng Huat shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.] **Resolution 5**
- To re-elect Mr. Lye Hoong Yip Raymond who is retiring in accordance with Article 88 of the Constitution of the Company, as a Director of the Company.
[Mr. Lye Hoong Yip Raymond shall, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of the Audit Committee and Nominating Committee. Mr. Lye Hoong Yip Raymond shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.] **Resolution 6**
- To re-elect Mr. Low Chia Wing who is retiring in accordance with Article 88 of the Constitution of the Company, as a Director of the Company.
[Mr. Low Chia Wing shall, upon re-election as a Director of the Company, remain as a member of the Nominating Committee, Audit Committee and Remuneration Committee. Mr. Low Chia Wing shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.] **Resolution 7**
- To approve the Directors' fees of S\$232,500 for the financial year ended 31 December 2015. **Resolution 8**
- To approve the Directors' fees of S\$465,000 for the financial year ending 31 December 2016, payable quarterly in arrears. **Resolution 9**
- To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 10**

AS SPECIAL BUSINESS

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

11. Authority to allot and issue shares up to one hundred per centum (100%) of the issued shares in the capital of the Company

"That pursuant to Section 161 of the Companies Act, Cap. 50. and Rule 806 of the Catalyst Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), 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:-

- 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 shareholders 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); **Resolution 11**
- (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 percentage of 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:-
 - new shares arising from the conversion or exercise of any convertible securities;
 - 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 Catalyst Rules; and
 - any subsequent bonus issue, consolidation or sub-division of shares
- 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."

[See Explanatory Note (i)]

12. Authority to allot and issue shares under the Soo Kee Group Performance Share Plan

Resolution 12

"That approval be and is hereby given to the Directors of the Company to:

- offer and grant awards in accordance with the provisions of the Soo Kee Group Performance Share Plan ("the Plan"); and
- allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued shares in the capital of the Company from time to time."

[See Explanatory Note (ii)]

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

Explanatory Notes:

- The proposed Resolution 11, if passed, will empower the Directors from the date of the 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 total number of issued shares excluding treasury shares of the Company 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 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.
- The proposed Resolution 12, if passed, will empower the Directors of the Company to offer and grant awards and to issue and allot shares in the capital of the Company pursuant to the Soo Kee Group Performance Share Plan (the "Plan"). The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of shares which may be issued pursuant to the Plan is limited to 15% of the total number of issued shares in the capital of the Company.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 09 May 2016 for the purpose of determining members' entitlements to the first and final exempt (one-tier) dividend (the "First and Final Dividend") to be proposed at the Annual General Meeting of the Company to be held on 29 April 2016.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5:00 p.m. on 08 May 2016 by the Company's Share Registrar, B.A.C.S Private Limited, 8 Robinson Road #03-00 ASO Building Singapore 048544 will be registered to determine members' entitlements to the proposed First and Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5:00 p.m. on 08 May 2016 will be entitled to such proposed First and Final Dividend.

The proposed First and Final Dividend, if approved at the Annual General Meeting will be paid on 18 May 2016.

By Order of the Board

SEAH KIM SWEE
Company Secretary
Date: 13 April 2016

Notes:

- 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.
- If a proxy is to be appointed, the form must be deposited at the Company's Share Registrar, B.A.C.S. Private Limited, 8 Robinson Road #03-00 ASO Building Singapore 048544 not less than 48 hours before the meeting.
- The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- 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.