**TYE SOON LIMITED**
Registration No. 195700114W
(Incorporated in the Republic of Singapore)

# NOTICE OF 62nd ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 62nd Annual General Meeting (***62nd AGM***) of Tye Soon Limited (***Company***) will be held at The Chevrons, 48 Boon Lay Way, Singapore 609961 on Friday, 27 April 2018 at 10:00 am for the following purposes:

| **As Ordinary Business** | **Ordinary Resolution No.** |
|---|---|
| 1. To receive and adopt the directors' statement and audited financial statements for the financial year ended 31 December 2017, together with the auditors' report thereon. | **(Resolution 1)** |
| 2. To approve directors' fees of S$603,000 payable by the Company for the financial year ended 31 December 2017 (2016: S$543,500). | **(Resolution 2)** |
| 3. To re-elect the following directors who are retiring by rotation under regulation 104 of the Company's constitution (***Constitution***) and who, being eligible, offer themselves for re-election: | |
| (a) Mr Ong Hock Siang @ Ong Huat Seong | **(Resolution 3)** |
| (b) Mr Ong Huat Kee | **(Resolution 4)** |
| (c) Ms Ong Lay May Apple | **(Resolution 5)** |
| (d) Ms Tham Khuan Heng | **(Resolution 6)** |
| 4. To declare a final tax exempt one-tier dividend of 0.573 cents per ordinary share for the financial year ended 31 December 2017. | **(Resolution 7)** |
| 5. To re-appoint KPMG LLP as auditors of the Company for the financial year ending 31 December 2018 and to authorise the directors to fix their remuneration. | **(Resolution 8)** |
| 6. To transact any other ordinary business that may properly be transacted at an annual general meeting. | |

**As Special Business**

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

7. Authority to allot and issue shares **(Resolution 9)**

That, 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 or exchangeable 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 that 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 while this resolution was in force,

provided that:

(1) the aggregate number of Shares to be issued under this resolution (including Shares to be issued in pursuance of the Instruments made or granted under this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted under this resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (***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 shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of convertible securities;

(b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed; and

(c) 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 Companies Act, Chapter 50, 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 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 the earlier.

**By Order of the Board of Directors**

**EVELYN WEE KIM LIN**
**Company Secretary**
Tye Soon Limited

9 April 2018
Singapore

**Notes:**

1. The Chairman of the 62nd AGM will be exercising his right under regulation 70 of the Company's Constitution to demand a poll in respect of each of the resolutions to be put to the vote of members at the 62nd AGM and at any adjournment thereof. Accordingly, each resolution at the 62nd AGM will be voted on by way of poll.
2. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company. Where such member's form of proxy appoints more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
3. A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General 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 appointments shall be invalid unless the member's form of proxy specifies the number and class of shares in relation to which each proxy has been appointed.

   "relevant intermediary" has the meaning ascribed to it in section 181 of the Companies Act, Chapter 50.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 3C Toh Guan Road East, #01-03, Singapore 608832 not less than 48 hours before the time appointed for holding the meeting.

**Explanatory Notes and Statement under regulation 63(3) of the Company's Constitution**

Resolution 6

If re-elected, Ms Tham Khuan Heng will remain as the lead independent director, member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company and will also remain as the Chairperson of the Audit Committee of the Company. She is considered an independent director.

Resolution 9

The proposed Resolution 9, if passed, will empower the directors, from the date of the 62nd AGM until the next annual general meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, with a sub-limit of 20% for Shares issued other than on a *pro rata* basis to Shareholders.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 62nd 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 or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the 62nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 62nd AGM (including any adjournment thereof) and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and agrees to provide the Company with written evidence of such prior consent upon reasonable request; and

(iii) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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# NOTICE OF BOOKS CLOSURE AND PAYMENT DATE FOR FINAL DIVIDEND

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**NOTICE IS ALSO HEREBY GIVEN** that, subject to the approval by the shareholders of the final dividend (***Dividend***) at the 62nd Annual General Meeting (***62nd AGM***), the Register of Members and the Transfer Books of the Company will be closed at 5:00 pm on 10 May 2018 (***Books Closure Date***) for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrars, M&C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 up to 5:00 pm on the Books Closure Date will be registered to determine shareholders' entitlements to the Dividend. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Limited (***CDP***), the Dividend will be paid by the Company to CDP which will, in turn, distribute the Dividend entitlements to the CDP account-holders in accordance with its normal practice.

The Dividend, if so approved by shareholders, will be paid on 18 May 2018.

**Special Note: Dress Code**

Please be informed that the 62nd AGM shall be held at The Chevrons, 48 Boon Lay Way, Singapore 609961 and Shareholders (and their respective proxies) are requested NOT to wear singlets, running shorts and slippers. Your co-operation in complying with The Chevron's dress code is greatly appreciated.