



三德有限公司
SAN TEH LTD

(Company Registration No.: 197901039W)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of the Company will be held at Grand Mercure Roxy Hotel, Siglap Room, Level 3, 50 East Coast Road, Roxy Square, Singapore 428769 on Thursday, 30 April 2015, at 11.00 a.m., for the purpose of transacting the following business:-

As Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2014 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt (1-tier) dividend of 0.8 Singapore cent per ordinary share for the year ended 31 December 2014. **(Resolution 2)**
3. (a) To re-elect Mr. Chuang Wen Fu, who retires pursuant to Article 102 of the Articles of Association of the Company and being eligible offers himself for re-election as Director.
(Mr. Chuang Wen Fu will, upon re-election, continue to serve as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.) **(Resolution 3a)**
(b) To re-appoint Mr. Gui Kim Young @ Gui Kim Gan as a Director pursuant to Section 153(6) of the Companies Act, Cap. 50 to hold office from the date of this Annual General Meeting until the next Annual General Meeting.
(Mr. Gui Kim Young @ Gui Kim Gan will, upon re-appointment, continue to serve as Chairman of the Audit Committee and Remuneration Committee and a member of the Nominating Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.) **(Resolution 3b)**
4. To approve Directors' Fees of S\$136,000.00 for the year ended 31 December 2014 (2013: S\$237,000.00). **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

As Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:-

7. Authority to allot and issue shares up to fifty per cent (50%) of the total number of issued shares excluding Treasury Shares in the capital of the Company
THAT pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised to allot and issue shares and convertible securities in 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 person as the Directors may in their absolute discretion, deem fit and (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 the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) of the total number of issued shares excluding Treasury Shares, in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares excluding Treasury Shares, in the capital of the Company at the time of the passing of this Resolution and that such authority shall continue in force until the date that the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier, unless revoked or varied at a general meeting of the Company.
(See Explanatory Note 1) **(Resolution 6)**
8. Approval for Renewal of Share Purchase Mandate
THAT pursuant to Sections 76C and 76E of the Companies Act, Cap. 50 and the Articles of Association of the Company, the Directors of the Company be and are hereby authorised to make purchases of shares from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent (10%) of the number of issued ordinary shares in the capital of the Company (ascertained as at the date of the passing of this resolution, but excluding any shares held as Treasury Shares) at the price of up to (but not exceeding the Maximum Price (as defined in the Appendices attached) in accordance with the Guidelines on Shares Purchases set out in the Appendices and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier.
(See Explanatory Note 2) **(Resolution 7)**

By order of the Board

LIM WEE TZIANG
Company Secretary
13 April 2015

Explanatory Notes:

- (1) The ordinary resolution no. 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares in the Company up to an amount not exceeding in total fifty per cent (50%) of the total number of issued shares excluding Treasury Shares in the capital of the Company for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the date the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier.
The percentage of the issued share capital is based on the number of issued shares excluding Treasury Shares in the capital of the Company at the time of the passing of the ordinary resolution no. 6 above after adjusting for (a) new shares arising from the conversion or exercise of convertible securities (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and (c) any subsequent bonus issue, consolidation or subdivision of shares.
- (2) The ordinary resolution no. 7 proposed in item 8 above, if passed, will empower the Directors from the date of the above Meeting until the date the next Annual General Meeting is held or is required by law to be held, whichever is the earlier, to purchase Ordinary Shares of the Company by way of market purchases or off-market purchases on an equal access scheme of up to ten per cent (10%) of the total number of issued ordinary shares in the capital of the Company (ascertained as at the date of the passing of the ordinary resolution no. 7 above, but excluding any shares held as Treasury Shares) at the Maximum Price as defined in the Appendices attached. Details on the Shares Purchase Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial impact on the Company's financial position, are set out in the Appendices attached.

Notes:

1. A member of the Company entitled to vote at the above Meeting is entitled to appoint one or two proxies to attend in his stead. Such proxy need not be a member of the Company and, where there are two proxies, the number of shares to be represented by each proxy must be stated.
2. The instrument or form appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a body corporate, signed by an attorney duly authorised, or by a duly authorised officer on behalf of the corporation, or the common seal must be affixed thereto.
3. The instrument or form appointing a proxy, duly executed, must be deposited at the Company's registered office not less than 48 hours before the time for holding the above Meeting.

Books Closure and Dividend Payment Dates

The Company wishes to inform that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 11 May 2015 and be re-opened on 12 May 2015 for the purpose of determining Shareholders' entitlements to the proposed first and final dividend for the year ended 31 December 2014. The proposed first and final dividend, if approved by Shareholders at the forthcoming Annual General Meeting, will be paid on 25 May 2015.

Registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623 up to 5.00 p.m. on 11 May 2015 will be registered before entitlements to the proposed first and final dividend are determined.