



## ***Ezion Holdings Limited***

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199904364E)

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ezion Holdings Limited (the “**Company**”) will be held at Connection 3 and 4 Ballroom Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539 on Monday, 21 April 2014 at 3.00 p.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the year ended 31 December 2013 together with the Auditors’ Report thereon.  

**(Resolution 1)**
2. To declare a first and final dividend of S\$0.001 per share tax exempt (one-tier) for the year ended 31 December 2013.  

**(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Article 107 of the Articles of Association of the Company:  

Capt. Larry Glenn Johnson (See Explanatory Note (i)) **(Resolution 3)**  
Mr Lee Kian Soo (See Explanatory Note (ii)) **(Resolution 4)**
4. To approve the payment of Directors’ fees of S\$193,166 for the year ended 31 December 2013.  

**(Resolution 5)**
5. To re-appoint KPMG LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.  

**(Resolution 6)**
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, with or without any modifications:

##### **7. Authority to issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be hereby authorised and empowered to:

- (a) (i) 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) options, 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 of the Company 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 Instruments made or granted by the Directors of the Company 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 the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per centum (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 existing shareholders of the Company shall not exceed twenty per centum (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 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) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from exercising share options or vesting of share awards which are 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 Listing Manual; 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 Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such 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 earlier.

(See Explanatory Note (iii))

**(Resolution 7)**

## **8. Authority to issue shares under the Ezion Employee Share Plan**

That the Directors of the Company be hereby authorised to offer and grant awards (“**Awards**”) in accordance with the provisions of the Ezion Employee Share Plan (the “**Plan**”) and to allot and issue or deliver from time to time such number of fully-paid shares as may be required to be issued or delivered pursuant to the vesting of the Awards under the Plan, provided that:-

- (i) the aggregate number of shares to be issued pursuant to the Plan shall not exceed three point-five per cent (3.5%) of the total issued share capital of the Company as at 31 March 2008; and
- (ii) the aggregate number of shares to be issued pursuant to the Plan, when added to the number of shares issued and issuable in respect of such Awards and other shares issued and/or issuable under other share-based incentive schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of the issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (iv))

**(Resolution 8)**

## 9. Authority to issue shares under the Ezion Employee Share Option Scheme

That the Directors of the Company be hereby authorised and empowered to offer and grant options in accordance with the rules of the Ezion Employee Share Option Scheme (“the **Scheme**”) and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (v))

(Resolution 9)

## 10. Renewal of Share Buyback Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) on-market share purchases (“**Market Purchase**”), transacted on the **SGX-ST**; and/or
  - (ii) off-market share purchases (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the “**Share BuyBack Mandate**”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Ordinary Resolution and the expiring on the earlier of:
  - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
  - (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;
- (d) in this Resolution:

“**Prescribed Limit**” means ten per cent. (10%) of the total issued ordinary share capital of the Company as at the date of passing of this Ordinary Resolution, unless the Company has

effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares);

**“Relevant Period”** means the period commencing from the date on which the last Annual General Meeting of the Company was held and expiring on the date of the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution;

**“Maximum Price”** in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase, 120% of the Highest Last Dealt Price, where:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the Market Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

**“Day of the making of the offer”** means the day on which the Company announces its intention to make an offer for the purchase of Shares from the shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off- Market Purchase; and

**“Highest Last Dealt Price”** means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

**“Market Day”** means a day on which the SGX-ST is open for trading in securities;

- (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

(See Explanatory Note (vi))

**(Resolution 10)**

## **11. Proposed grant of 700,000 options to Mr. Chew Thiam Keng on 7 March 2014**

That, the offer to Mr. Chew Thiam Keng, a controlling Shareholder, of the right to subscribe for Shares to be granted pursuant to the Scheme and for the time being subsisting (the **“Options”**) in accordance with the Scheme on the following terms:

- (a) Date of Grant: 7 March 2014
- (b) Number of Options proposed to be granted: 700,000 Options comprising an aggregate of 700,000 Shares (being approximately 0.06% of the issued share capital of the Company (less Treasury Shares) as at the Latest Practicable Date and approximately 0.06% of the enlarged issued share capital of the Company (less Treasury Shares) after exercise of the Options)
- (c) Exercise Price: S\$1.88 (which represents a 15% discount to the Market Price on the date of grant)
- (d) Vesting Schedule: 30% of the Options proposed to be granted shall be exercisable from the second anniversary of the date of grant, another 30% of the Options proposed to be granted

shall be exercisable from the third anniversary of the date of grant, and the final 40% of the Options proposed to be granted shall be exercisable from the fourth anniversary of the date of grant

be and is hereby approved, and any of the Directors be and are hereby authorised:

- (i) to allot and issue or deliver from time to time up to 700,000 new Shares or Treasury Shares required pursuant to the exercise of such Option; and
- (ii) to modify and/or amend the terms of the Options from time to time provided that such modifications and/or amendments are effected in accordance with the terms of the Scheme and to do all such acts as may be necessary or expedient in order to give full effect to the grant of the Options.

For the purposes of this resolution, “**Market Price**” means in relation to a Share, a price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list or other publication published by Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for five (5) consecutive days on which the SGX-ST is open for trading of securities immediately preceding the date of offer to grant an Option, rounded up to the nearest whole cent in the event of fractional prices.

In this notice, “**Shares**” means the ordinary shares in the capital of the Company and “**Treasury Shares**” means the Shares held in treasury by the Company.  
(See Explanatory Note (vii))

**(Resolution 11)**

By Order of the Board

Lim Ka Bee  
Secretary  
Singapore, 4 April 2014

#### **Explanatory Notes:**

- (i) Detailed information on Captain Larry Glenn Johnson can be found under the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report.
- (ii) Detailed information on Mr Lee Kian Soo can be found under the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report.
- (iii) Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, 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, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (iv) Resolution 8 is to authorise the Directors to offer and grant Awards under the Plan and to allot and issue shares pursuant to the vesting of Awards under the Plan, provided that the number of shares issued and issuable in respect of such Awards:-

- (a) shall not exceed three point-five per cent (3.5%) of the total issued share capital of the Company as at 31 March 2008; and
- (b) the aggregate number of shares to be issued pursuant to the Plan, when added to the number of shares issued and issuable in respect of such Awards and other shares issued and/or issuable under other share-based incentive schemes of the Company, shall not exceed fifteen per cent (15%) of the issued shares of the Company from time to time.

Based on the issued share capital of the Company as at 31 March 2008, the total number of shares, which may be issued or issuable in respect of such Awards, is 22,539,230 shares.

- (v) Resolution 9, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in aggregate, when added to the number of shares issued and issuable in respect of such Awards and other shares issued and/or issuable under other share-based incentive schemes of the Company, fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
- (vi) Resolution 10 is to renew the mandate to permit the Company to purchase or acquire issued ordinary shares in the capital of the Company on the terms and subject to the conditions of the Resolution. The actual amount of funding required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired and the price at which such ordinary shares were purchased or acquired.

The illustrative financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Buyback Mandate on the audited financial accounts of the Group and the Company for the financial year ended 31 December 2013 are set out in greater detail in the Appendix, which is enclosed together with this Notice.

- (vii) Resolution 11, if passed, will authorise and empower the Directors of the Company to grant an option pursuant to the Scheme of up to 700,000 shares to Mr. Chew Thiam Keng, a controlling Shareholder.

#### Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "**Meeting**") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at 15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316 not less than forty-eight (48) hours before the time appointed for holding the Meeting and at any adjournment thereof.
6. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited at least 48 hours before the time fixed for holding the Meeting in order for the Depositor to be entitled to attend and vote at the Meeting.