



COLEX HOLDINGS LIMITED

Registration No. 197101485G
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Conference Room, Level 1, 8 Tuas South Street 13, Singapore 637083 on Friday, 26 April 2019 at 10.00 a.m. to transact the following businesses:

As Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend (one-tier tax-exempt) of 0.50 Singapore cents per ordinary share for the financial year ended 31 December 2018. **(Resolution 2)**
- To re-elect Mr Lim Hock Beng, a Director retiring pursuant to Regulation 104 of the Constitution of the Company. **(Resolution 3)**
(See Explanatory Note 3)
- To re-elect Mr Fong Heng Boo a Director retiring pursuant to Regulation 104 of the Constitution of the Company. **(Resolution 4)**
(See Explanatory Note 2)
- To approve the payment of Directors' fee of S\$50,000 for the financial year ended 31 December 2018 (2017: S\$50,000). **(Resolution 5)**
- To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

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

- Authority to allot and issue shares in the capital of the Company –
“(a) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company (“Directors”), to:
(i) allot and issue shares in the capital of the Company (the “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 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 Instrument made or granted by the Directors while the authority was in force, provided always that:
(i) 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 one hundred per cent. (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Catalyst Rules as at the date this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Catalyst Rules as at the date this Resolution is passed;
(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, 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 outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares;
(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Chapter 50 of Singapore and otherwise, and the Constitution for the time being of the Company; and
(iv) such authority shall, unless revoked or varied by the Company at a general meeting, 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; and
(c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above.” **(Resolution 7)**
(See Explanatory Note 3)
- Proposed Renewal of the Shareholders' General Mandate for Interested Person Transactions.
“That:
(1) approval be and is hereby given, for the purposes of Chapter 9 of the Catalyst Rules, for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9 of the Catalyst Rules), or any of them, to enter into any of the transactions falling within the categories of interested person transactions described in Section 2.7 of the Appendix to this Annual Report dated 11 April 2019 with the class of interested persons (as described in Section 2.6 of the Appendix), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for such interested person transactions (the “IPT Mandate”);
(2) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
(3) the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this resolution.” **(Resolution 8)**
(See Explanatory Note 4)

Any Other Business

- To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board

Foo Soon Soo
Secretary
11 April 2019

Free shuttle service will be available to transport shareholders to the Annual General Meeting's venue. The shuttle bus will depart at 9.00 a.m. from Lakeside MRT Station (at the exit point facing Boon Lay Way). If you wish to use the shuttle service, please contact Ms Jeslyn Chong at tel: +65 6268 7711 or email at wastemgt@colex.com.sg.

Explanatory notes:

- Mr Lim Hock Beng will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and member of the Audit and Nominating Committees. He will be considered independent for the purposes of Rule 704(7) of the Listing Manual (Section B: Rules of Catalyst) (the “Catalyst Rules”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”). Detailed information on Mr Lim can be found under “Particulars of Directors” in the Corporate Governance Statement and the “Director's Information” section contained in the Company's Annual Report 2018.
- Mr Fong Heng Boo will, upon re-election as a Director of the Company, remain as Chairman of the Audit and Nominating Committees and member of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules. Detailed information on Mr Fong can be found under “Particulars of Directors” in the Corporate Governance Statement and the “Director's Information” section contained in the Annual Report 2018.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower Directors of the Company from the date of the above Annual General Meeting until 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 general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings).
For determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's Shares.
- The Ordinary Resolution 8 proposed in item 8 above, if passed, will authorise the interested person transactions as described in Appendix and recurring in the financial year and will empower the Directors, from the date of the Annual General Meeting until the date the next Annual General Meeting is to be held, to do all acts necessary to give effect to the IPT Mandate. The rationale for and categories of interested person transactions pursuant to the IPT Mandate are set out in greater detail in Appendix accompanying this Annual Report.

Notes:

- Each of the resolutions to be put to the vote of the Annual General Meeting (and at any adjournment thereof) will be voted on by way of a poll.
- A Depositor is not regarded as a member of the Company entitled to attend and vote at the Annual General Meeting unless his name appears on the Depository Register not less than 72 hours before the time of the Annual General Meeting.
- A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) is entitled to appoint not more than two proxies to attend, speak and vote in his stead at the Annual General Meeting and any such proxy need not be a member of the Company.
- A member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
- The instrument appointing a proxy must be lodged at the registered office of the Company not less than 72 hours before the time appointed for the Annual General Meeting.

Personal data privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) and is deemed to have warranted that where such member discloses the personal data of such proxy(ies) and/or representative(s) to the Company (or its agents or service providers), that the member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for (i) the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and representative(s) appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof); and (ii) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.