# LION TECK CHIANG LIMITED

(Company Registration No. 196400176K)
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Lion Teck Chiang Limited (the "Company") will be held at The Conference Room, 10 Arumugam Road, #10-00 Lion Building A, Singapore 409957 on Thursday, 30 October 2014 at 9.30 a.m. to transact the following business:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts and Report of the Directors and Auditors of the Company for the year ended 30 June 2014. (Resolution 1)
2. To re-elect Mr Cheng Yong Liang, a Director retiring pursuant to Article 91 of the Company's Articles of Association. (Resolution 2)
3. To pass the following resolutions under Section 153(6) of the Companies Act (Chapter 50 of Singapore) (the "Companies Act"):-
   (a) That pursuant to Section 153(6) of the Companies Act, Mr Cheng Theng Kee be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company. (Resolution 3a)
   (b) That pursuant to Section 153(6) of the Companies Act, Mr Ong Teong Wan be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company. (Resolution 3b)

   *Mr Ong Teong Wan will, upon re-appointment, remain as the Chairman of the Audit Committee and Nominating Committee and as a member of the Remuneration Committee and will be considered independent.*

   Note : Tan Sri Cheng Heng Jem, a Director is retiring pursuant to Section 153(6) of the Companies Act and would not be seeking re-appointment.
4. To approve the payment of Directors' fees of S$122,000 for the year ended 30 June 2014 (2013: S$121,500). (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)

**AS SPECIAL BUSINESS**

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

6. **General Mandate to Directors to Issue Shares**

   THAT pursuant to Section 161 of the Companies Act, 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 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 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 Instruments made or granted pursuant to this Resolution) does not exceed 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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 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 manner of calculation 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 (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 this Resolution is passed, after adjusting for:
      (i) 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 this Resolution is passed; and
      (ii) 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 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.
   *(See Explanatory Note i)* (Resolution 6)

7. **Renewal of the Shareholders' Mandate for Interested Person Transactions**

   THAT for the purpose of Chapter 9 of the Listing Manual of the SGX-ST ("Chapter 9"):-

   (a) approval be and is hereby given for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9, to enter into any of the transactions falling within the categories of Interested Person Transactions as described on page 20 of this Annual Report, with any person who falls within the classes of Interested Persons as described on pages 19 and 20 of this Annual Report, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures for Interested Person Transactions set out on pages 20 to 22 of this Annual Report (the "IPT Mandate");

   (b) 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 or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier;

   (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and

   (d) authority be given to the Directors to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.
   *(See Explanatory Note ii)* (Resolution 7)

8. To transact such other ordinary business as can be transacted at an Annual General Meeting of the Company.

By Order of the Board

Silvester Bernard Grant
Company Secretary

Singapore, 7 October 2014

*Explanatory Note on Special Business to be transacted:-*

(i) Resolution 6 proposed in item 6 above, if passed, authorises the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company for issues other than on a *pro rata* basis to shareholders.

(ii) Resolution 7 proposed in item 7 above, if passed, renews the IPT Mandate and allows the Company, its subsidiaries and its associated companies who are entities at risk as defined under Chapter 9 to enter into certain interested person transactions as described on pages 19 and 20 of this Annual Report and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority will, unless previously revoked or varied by the Company at a general meeting, expire at 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.

**Notes :**

A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend at the same meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company.

The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Arumugam Road, #10-00 Lion Building A, Singapore 409957, not less than 48 hours before the time appointed for holding the meeting.