

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("AGM") of MS Holdings Limited (the "Company") will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on Wednesday, 29 August 2018 at 3.00 p.m., for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the directors' statement and the audited financial statements for the financial year ended 30 April 2018 ("FY2018") together with the auditors' report thereon. **(Resolution 1)**
- To approve the payment of directors' fees of S\$68,000 for FY2018 (2017: S\$69,000). **(Resolution 2)**
- To re-elect the following directors ("Directors") of the Company retiring under Regulation 107 of the Company's Constitution:
Mdm Ng Chui Hwa **(Resolution 3)**
(see explanatory note 1)
Mr Lim Kee Way Irwin **(Resolution 4)**
(see explanatory note 2)
- To appoint Messrs RT LLP as auditors of the Company in place of retiring auditors of the Company, Messrs Ernst & Young LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration ("Proposed Change of Auditors"). **(Resolution 5)**
(see explanatory note 3)
- To transact any other business that may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) as ordinary resolutions:-

- Authority to allot and issue shares in the capital of the Company (the "Share Issue Mandate")** **(Resolution 6)**
"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the Constitution and Rule 806 of the Listing Manual Section B: Rules of Catalist (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to:-
 - allot and issue shares in the capital of the Company (the "Shares") whether by way of rights, bonus or otherwise; and/or
 - 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;
 - (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 always that:-
 - 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) shall not exceed 100% of the total issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to the existing shareholders of the Company (the "Shareholders") (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed 50% of the total issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such manner of 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 (i) above, the percentage of total issued Shares shall be based on total issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing this resolution, after adjusting for:-
 - new Shares arising from the conversion or exercise of any convertible securities outstanding at the time this resolution is passed;
 - new Shares arising from the exercise of options or vesting of awards outstanding or subsisting at the time this resolution is passed, provided that the options or awards were granted in compliance with the Catalist Rules; and
 - any subsequent bonus issue, consolidation or sub-division of Shares;
 - in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist 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 and the Constitution for the time being; and
 - (unless revoked or varied by the Company in a general meeting) this authority shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."
(see explanatory note 4)
 - Authority to grant awards and to allot and issue shares pursuant to the MS Holdings Share Award Scheme** **(Resolution 7)**
"That approval be and is hereby given to the Directors to grant awards from time to time in accordance with the provisions of the MS Holdings Share Award Scheme (the "Scheme") and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of the awards under the Scheme, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Scheme and any other share-based incentive schemes of the Company shall not exceed 15% of the total issued Shares (excluding treasury shares and subsidiary holdings) 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 AGM or the date by which the next AGM is required by law to be held, whichever is earlier."
(see explanatory note 5)

BY ORDER OF THE BOARD

Wee Woon Hong
Srikanth Rayaprolu
Company Secretaries
13 August 2018
Singapore

Explanatory Notes:-

- Detailed information on Mdm Ng Chui Hwa can be found in the Company's annual report 2018. Mdm Ng Chui Hwa will, upon re-election as a Director, remain as the Executive Chairman of the Company. Mdm Ng Chui Hwa is a controlling Shareholder, and she is the mother of Mr Yap Chin Hock (Executive Director and CEO) and wife of Mr Yap Sian Lay (controlling Shareholder). Save as disclosed, there are no relationships including immediate family relationships between Mdm Ng Chui Hwa and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- Detailed information on Mr Lim Kee Way Irwin can be found in the Company's annual report 2018. Mr Lim Kee Way Irwin will, upon re-election as a Director, remain as the Lead Independent Director of the Company, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. Mr Lim Kee Way Irwin is considered independent by the Board for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr Lim Kee Way Irwin and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- An appendix is attached to the Company's annual report 2018 to provide shareholders with information relating to the Proposed Change of Auditors to be tabled at the AGM ("Appendix").
In accordance with the requirements of Rule 712(3) of the Catalist Rules:
 - Ernst & Young LLP, have confirmed by way of letter dated 1 August 2018 that they are not aware of any professional reasons why RT LLP should not accept appointment as the new auditors of the Company;
 - the Company confirms that there were no disagreements with Ernst & Young LLP on accounting treatments within the last 12 months up to the date of the Appendix;
 - the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders and which has not been disclosed in the Appendix;
 - the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2 of the Appendix. The Proposed Change of Auditors is neither due to a dismissal of Ernst & Young LLP nor Ernst & Young LLP declining to stand for re-appointment; and
 - the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of RT LLP as the new auditors of the Company.
- The ordinary resolution 6 above, if passed, will empower the Directors from the date of the AGM until the conclusion of the next AGM, the date by which the next AGM is required by law to be held, or the date such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares and make or grant Instruments convertible into Shares pursuant to such Instruments, up to an amount not exceeding, in total, 100% of the total issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution, of which up to 50% may be issued other than on a pro rata basis to Shareholders.
- The ordinary resolution 7 above, if passed, will empower the Directors to allot and issue Shares pursuant to the vesting of the awards in accordance with the Scheme.

Notes:-

- A member of the Company entitled to attend and vote at the AGM may appoint not more than 2 proxies to attend and vote instead of him.
- Where a member appoints 2 proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than 2 proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than 2 proxies, the number and class of shares to be represented by each proxy must be stated.
- If the member is a corporation, the instrument appointing the proxy must be under its common seal or under the hand of its attorney or a duly authorised officer.
- The instrument appointing a proxy must be deposited at the Company's registered office at 22 Pandan Road, Singapore 609274 not less than 48 hours before the time appointed for holding the AGM.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (or its agents) to the collection, use and disclosure of the member and its proxy(ies) or representative's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

This notice has been prepared by the Company and its contents have been reviewed by the Company's non-independent Overseas Bank Limited ("Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.