



MANN SENG METAL INTERNATIONAL LIMITED

(Incorporated in Singapore)

(Company Registration Number 200918800R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at SAF Yacht Club, Seminar Room, Second Floor, 110 Tanah Merah Coast Road Singapore 498800 on Tuesday, 29 April 2014 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the Directors' fees of S\$83,000 for the financial year ending 31 December 2014 (2013:S\$83,000) **Resolution 2**
3. To re-elect Mr Chan Wen Chau who is retiring pursuant to Article 107 of the Company's Articles of Association. **Resolution 3**
(See Explanatory Note 1)
4. To re-elect Mr Leow Wee Kia Clement who is retiring pursuant to Article 107 of the Company's Articles of Association. **Resolution 4**
(See Explanatory Note 2)
5. To re-appoint Nexia TS Public Accounting Corporation as the auditors of the Company and authorise the Directors to fix their remuneration. **Resolution 5**
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, approve the following Ordinary Resolution, with or without modifications:

7. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act, Cap. 50, and subject to Rule 806 of the SGX-ST Listing Manual (Section B: Rules of Catalyst), approval be and is hereby given to the Directors of the Company to issue:

- (a) shares in the capital of the Company (whether by way of bonus, rights or otherwise) or;
 - (b) convertible securities; or
 - (c) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalism issues; or
 - (d) shares arising from the conversion of convertible securities in (b) and (c) above,
- at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:-
- (i) the aggregate number of shares and convertible securities that may be issued shall not be more than 100% of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date the general mandate is passed;
 - (ii) the aggregate number of shares and convertible securities to be issued other than a pro-rata basis to existing shareholders shall not be more than 50% of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date the general meeting is passed;
 - (iii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the date of the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee share options in issue as at the date the general mandate is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares; and
 - (iv) unless earlier revoked or varied by the Company in 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 3)

By Order of the Board

Chan Kee Sieng
Executive Chairman
Singapore
14 April 2014

Explanatory Notes:

1. Mr Chan Wen Chau, if elected, will remain as an Executive Director and Chief Executive Officer of the Company. Mr Chan Wen Chau is also a shareholder and the son of Mr Chan Kee Sieng (the Executive Chairman and a substantial shareholder holding 68.5% shareholding) and nephew to Mr Chan Kit Moi (an Executive Director and a substantial shareholder holding 68.55% shareholding). Save as disclosed herein, Mr Chan Wen Chau does not have any relationships including immediate family relationships with other Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Chan Wen Chau can be found under the section entitled "Board of Directors" of the Annual Report.
2. Mr Leow Wee Kia Clement if elected, shall remain as Chairman of the Remuneration and Nominating Committees and member of the Audit Committee. Mr Leow Wee Kia Clement will be considered as an independent director of the Company. Save as disclosed herein, Mr Leow Wee Kia Clement does not have any relationships including immediate family relationships with the Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Leow Wee Kia Clement can be found under the section entitled "Board of Directors" of the Annual Report.
3. The Ordinary Resolution 6 above, is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares up to an amount not exceeding in aggregate 100% of the total number of issued shares excluding treasury shares of which the total number of shares issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the total number of issued shares excluding treasury shares for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the SGX-ST Listing Manual (Section B: Rules of Catalyst) currently provides for the percentage of the total number of issued shares excluding treasury shares to be calculated on the basis of the total number of issued shares at the time that the resolution is passed (taking into account the conversion or exercise of any convertible securities and the exercise of employee share options on the issue at the time that the resolution is passed, which were issued pursuant to previous shareholder approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint not more than 2 proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notorially certified copy thereof, must be deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 not less than 48 hours before the time set for the Annual General Meeting.

This Notice has been prepared by the Company and reviewed by the Company's sponsor, CNP Compliance Pte. Ltd. ("Sponsor"), for compliance with the SGX-ST Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this Notice including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this Notice. This Notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 Lance Tan at 36 Carpenter Street, Singapore 059915, telephone: (65) 6323 8383; email: ltan@cnpplaw.com