



# TAT SENG PACKAGING GROUP LTD

(Company Registration No. 197702806M)

(Incorporated in Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Tat Seng Packaging Group Ltd (the "Company") will be held at 348 Jalan Boon Lay, Singapore 619529 on Friday, 25 April 2014 at 2:30 p.m. to transact the following businesses:-

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Accounts of the Company and the Group for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **[Resolution 1]**
- To declare a final dividend (tax exempt one-tier) of S\$0.01 per ordinary share for the financial year ended 31 December 2013 (2012: Nil). **[Resolution 2]**
- To re-elect the following Directors of the Company, each of whom will retire in accordance with Article 91 of the Company's Articles of Association:  
(a) Allan Yap **[Resolution 3]**  
(b) Cheong Poh Hua **[Resolution 4]**  
**[See Explanatory Note (1)]**
- To re-appoint Kuik See Juan, Director of the Company who is over 70 years of age pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next General Meeting of the Company. **[Resolution 5]**  
**[See Explanatory Note (2)]**
- To approve the payment of Directors' Fees of S\$230,000 for the financial year ended 31 December 2013 (2012: S\$214,000). **[Resolution 6]**
- To re-appoint KPMG LLP as Auditors and to authorise the Directors of the Company to fix their remuneration. **[Resolution 7]**
- 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 Resolution with or without amendments as ordinary resolution:

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.**

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"), authority be and is hereby given to the Directors of the Company to:

- (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 (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon 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 Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "Share Issue Mandate")

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall 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 and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall 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 calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments 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:
  - new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of the Resolution;
  - any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the Share Issue Mandate 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 general meeting, the Share Issued Mandate shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments." **[Resolution 8]**

**[See Explanatory Note (3)]**

### NOTICE OF BOOKS CLOSURE

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of Tat Seng Packaging Group Ltd (the "Company") will be closed on 5 May 2014 for the purpose of determining the entitlements to the final dividend to be proposed at the Annual General Meeting ("AGM") of the Company to be held on 25 April 2014.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, of 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 2 May 2014 will be registered to determine members' entitlements to the said dividend.

Payment of the dividend, if approved by the members at the AGM to be held on 25 April 2014, will be made on 16 May 2014.

BY ORDER OF THE BOARD

**Chew Kok Liang**  
Company Secretary  
Singapore  
9 April 2014

### NOTES:-

- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy shall, in the case of an individual, be signed by the appointor or his attorney, and in case of a corporation shall be either under its common seal or signed by its attorney or a duly authorised officer on behalf of the corporation.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 28 Senoko Drive, Singapore 758214 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

### EXPLANATORY NOTES ON THE ORDINARY AND SPECIAL BUSINESS TO BE TRANSACTED:-

- Dr Allan Yap will, upon re-election as Director of the Company, remain as Executive Chairman of the Board and will be considered non-independent.  
Madam Cheong Poh Hua will, upon re-election as Director of the Company, remain as Executive Director and will be considered non-independent.
- Mr Kuik See Juan will, upon re-appointment as Director of the Company, remain as Chairman of Nominating Committee and member of Remuneration Committee and Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of 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 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 existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company 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 the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.