TRANSIT-MIXED CONCRETE LTD

(Incorporated In The Republic Of Singapore)
Company Registration No. 197902587H

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 35th annual general meeting of Transit-Mixed Concrete Ltd will be held at Istana Room 3, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on Wednesday, 24 June 2015 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS

1 To receive and adopt the audited financial statements for the year ended 28 February 2015 and the reports of the directors and auditors thereon.

2 To declare a one-tier tax exempt final dividend of 2 cents per ordinary share for the year ended 28 February 2015.

3 To re-appoint Mr Yap Boh Lim as a director of the Company to hold office until the next annual general meeting of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50.

Note: Mr Yap Boh Lim, if re-appointed as a director, will remain a member of the audit committee and Dr Yap Eng Ching will continue to act as his alternate. Mr Yap Boh Lim is a non-independent director. Key information on Mr Yap Boh Lim and Dr Yap Eng Ching is set out on pages 8 & 9 of the annual report.

4 To re-elect Mr Tan Hwee Yong, a director who will retire by rotation pursuant to Article 89 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election.

Note: Mr Tan Hwee Yong, if re-elected as a director, will remain a member of the audit committee, nominating committee and remuneration committee. Mr Tan Hwee Yong is an independent director. Key information on Mr Tan Hwee Yong is set out on page 9 of the annual report.

5 To re-appoint KPMG LLP as auditors of the Company and to authorise the directors to fix their remuneration.

SPECIAL BUSINESS

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

"That directors' fees of S$100,000 for the year ended 28 February 2015 be and are hereby approved." (2014: S$90,000)

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

"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued 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 at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, 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 new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares), and unless 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 the earlier."

OTHER BUSINESS

8 To transact such other business as can be transacted at an annual general meeting of the Company.

NOTICE IS HEREBY GIVEN that the share transfer books and register of members of the Company will be closed on 25 August 2015 for the purpose of determining members' entitlements to a one-tier tax exempt final dividend of 2 cents per ordinary share for the year ended 28 February 2015.

Duly completed transfers received by the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 up to 5.00 p.m. on 24 August 2015 will be registered before entitlements to the dividend are determined.

Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 24 August 2015 will be entitled to the dividend.

The dividend, if approved by members at the 35th annual general meeting of the Company to be held on 24 June 2015, will be paid on 10 September 2015.

By Order of the Board

Chen Lee Lee
Company Secretary

Singapore
5 June 2015

Note

A member of the Company entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company. The instrument appointing a proxy must be lodged at the registered office of the Company at 150 Changi Road #03-05, Guthrie Building, Singapore 419973 not less than 48 hours before the time fixed for the holding of the meeting.

Statement pursuant to Article 52 of the Company's Articles of Association

The ordinary resolution proposed in item 6 above is to approve the payment of directors' fees for the year ended 28 February 2015.

The ordinary resolution proposed in item 7 above is to authorise the directors from the date of the above meeting until the date of the next annual general meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the directors may allot and issue under this resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this resolution is passed. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this resolution is passed.

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 (i) consents to the collection, use and disclosure of the member'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 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 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 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, and (iii) 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.