

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sin Ghee Huat Corporation Ltd. (the "Company") will be held at 32 Penhas Road, #01-01, Singapore 208191 on Friday, 10 October 2014 at 11.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2014 and the reports of the Directors and the Auditors thereon. **Resolution 1**
2. To approve the Directors' fees of \$142,000 (2014: \$142,000) payable quarterly in arrear for the financial year ending 30 June 2015. **Resolution 2**
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:

(a) Mr Hoon Tai Meng (retiring under Article 107) **Resolution 3**

(b) Mr Kua Peng Chuan (retiring under Article 107) **Resolution 4**

*Mr Hoon Tai Meng will, upon re-election as a Director of the Company, remain as member of the Audit Committee and will be considered independent for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").*

[See Explanatory Note (a) and (b)]

4. To declare a Final one-tier tax exempt dividend of 1.5 cents per share for the financial year ended 30 June 2014. **Resolution 5**
5. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
6. To transact such other business which may be properly transacted at an annual general meeting of the Company.

**AS SPECIAL BUSINESS**

7. To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolution:

**SHARE ISSUE MANDATE**

THAT pursuant to the Listing Rules of the SGX-ST and the Company's Articles of Association, authority be and is hereby given to the Directors to: **Resolution 7**

- (a) issue shares in the capital of the Company whether by way of bonus issue, rights issue or otherwise; and/or
- (b) 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; and/or
- (c) issue additional Instruments convertible into shares arising from adjustments made to the number of Instruments 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 (notwithstanding 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 that:
  - (i) the aggregate number of shares and convertible securities 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) of the Company, of which the aggregate number of shares and convertible securities (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) 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) of the Company, and for the purpose of this Resolution, the issued share capital shall be the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
    - (aa) new shares arising from the conversion or exercise of convertible securities;
    - (bb) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST; and
    - (cc) any subsequent consolidation or subdivision of shares; and
  - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue to be in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of **SIN GHEE HUAT CORPORATION LTD.** will be closed on 21 October 2014 for the preparation of dividend warrants.

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 20 October 2014 will be registered to determine shareholders' entitlements to the Final dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 20 October 2014 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the shareholders at the Annual General Meeting to be held on 10 October 2014, will be made on 7 November 2014.

BY ORDER OF THE BOARD

Ms Joanna Lim Lan Sim  
Company Secretary  
22 September 2014  
Singapore

**Explanatory Notes**

- (a) In relation to Ordinary Resolution no. 3 proposed in item 3 above, there is no relationship (including immediate family relationship) between Mr Hoon Tai Meng and the other directors of the Company. His other detailed information is set out in the Board of Directors section of the Company's Annual Report 2014.
- (b) In relation to Ordinary Resolution no. 4 proposed in item 3 above, Mr Kua Peng Chuan is the cousin of Mr Kua Ghim Siong, nephew of Mr Kua Chee Seng, Mr Kua Eng Watt, Mr Kua Eng Bee and son of Mr Kua Chee Hong and Ms Ler Bee Chin. His other detailed information is set out in the Board of Directors section of the Company's Annual Report 2014.

**Statement Pursuant to Article 71 of the Company's Articles of Association****The effects of the resolutions under the heading "As Special Business" in this Notice of the Annual General Meeting are:**

1. Resolution no. 7, if passed, will authorise the Directors from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares) of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company. Rule 806(3) of the Listing Rules of the SGX-ST currently provides that the percentage of issued share capital is based on the share capital of the Company at the time the mandate is passed after adjusting for:
  - (a) new shares arising from the conversion or exercise of convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Rules of the SGX-ST; and
  - (c) any subsequent 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 shareholder of the Company entitled to attend and vote at a meeting of the Company ("Meeting") is entitled to appoint a proxy and vote in his stead.
- (2) A proxy need not be a shareholder of the Company.
- (3) If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 32 Penhas Road, #01-01, Singapore 208191 not later than 48 hours before the time appointed for the Meeting.