



KING WAN CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200001034R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteen Annual General Meeting of KING WAN CORPORATION LIMITED (the "Company") will be held at the Board Room, 8 Sungei Kadut Loop, Singapore 729455 on Tuesday, 29 July 2014 at 10.00 a.m. for the following purposes:

As Ordinary Business:

1. To receive and adopt the Directors' Report and the Audited Accounts for the year ended 31 March 2014 and the Auditors' Report thereon.

[Resolution No. 1]

2. To re-elect Mr. Chua Hai Kuey who is retiring by rotation under Article 115 of the Company's Articles of Association.

[Resolution No. 2]

3. To re-elect Mr. Nathapun Siriviriyakul who is retiring by rotation under Article 115 of the Company's Articles of Association.

[Resolution No. 3]

4. To pass a resolution pursuant to Section 153(6) of the Companies Act, Cap 50 to appoint Mr. Chua Kim Hua as Director of the Company to hold office until the next annual general meeting of the Company.

[Resolution No. 4]

5. To pass a resolution pursuant to Section 153(6) of the Companies Act, Cap 50 to appoint Mr. Lim Hock Beng as Director of the Company to hold office until the next annual general meeting of the Company.

[Resolution No. 5]

6. To approve Directors' Fee of S\$176,000 for the year ending 31 March 2015 (2014: S\$176,000) to be paid in arrears.

[Resolution No. 6]

7. To approve the payment of a final one-tier tax exempt dividend of 1.5 cents per ordinary share for the year ended 31 March 2014.

[Resolution No. 7]

8. To re-appoint Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration.

[Resolution No. 8]

As Special Business:

9. To approve the issue of shares pursuant to Section 161 of the Companies Act, Chapter 50. "THAT pursuant to Section 161 of the Act, Chapter 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to (a) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); (b) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; (c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues, 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 (d) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) to 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 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 issued shares (excluding treasury shares) in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total issued shares (excluding treasury shares) in the capital of the Company;
 - (ii). for the purpose of determining the aggregate number of shares that may be issued (subject to such manner of calculation as may be prescribed by SGX-ST) under (i) above, the percentage of issued share capital shall be based on the issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Resolution is passed; and (2) any subsequent bonus issue or consolidation or sub-division of shares;
 - (iii). in exercising the authority 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 is waived by the SGX-ST) and the Company's Articles of Association; and
 - (iv). 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."

[Resolution No. 9]

ORDER OF THE BOARD

Eliza Lim Bee Lian

Company Secretary

Singapore, 14 July 2014

NOTES:

A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead and the proxy need not also be a Member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at least 48 hours before the time appointed for the Meeting.

EXPLANATORY NOTES ON ORDINARY RESOLUTIONS TO BE TRANSACTED:

- a. Mr. Chua Hai Kuey is an Executive Director of the Company.
- b. Mr. Nathapun Siriviriyakul is the Independent Director of the Company. If re-elected, he will remain as a member of the Audit Committee and Remuneration Committee.
- c. Mr. Chua Kim Hua is the Executive Chairman of the Company. If re-appointed, he will remain a member of the Nomination Committee.
- d. Mr. Lim Hock Beng is a Lead Independent Director, Chairman of the Audit Committee and also a member of the Remuneration Committee and Nomination Committee. If he is re-elected, he will continue as the Chairman of the Audit Committee and also a member of the Remuneration Committee and Nomination Committee.
- e. The Directors' Fees of S\$176,000 are fees payable to the Non-Executive Directors for the year ending 31 March 2015. Ordinary Resolution No. 6 above, if passed, will allow the Company to pay fees to directors on a quarterly basis, in arrears, as directors render their services during the course of the financial year ending 31 March 2015. This will facilitate directors' compensation for services rendered in a more timely manner.
- f. The Audit Committee has recommended that Deloitte & Touche LLP be re-appointed as Auditors.
- g. Resolution No. 9 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding 50% of the issued shares (excluding treasury shares) in the capital of the Company of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders, does not exceed 20% of the Company's issued shares (excluding treasury shares). For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution No. 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of KING WAN CORPORATION LIMITED (the "Company") will be closed at 5.00 p.m. on 7 August 2014 (the "Books Closure Date") for the purpose of determining the entitlements of shareholders in respect of the proposed final one-tier tax exempt dividend of 1.5 cents per ordinary share.

Shareholders whose securities accounts with The Central Depository (Pte) Ltd are credited with shares as at 5.00 p.m. on the Books Closure Date will be entitled to the dividend.

Registrable transfers (in respect of Share not registered in the name of CDP) together with all relevant documents of title received by the Company's Registrar, M&C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, up to 5.00 p.m. on the Books Closure Date will, subject to the Articles of Association of the Company, be registered before entitlements to the dividend are determined.

The final one-tier tax exempt dividend if approved by shareholders, will be paid on 15 August 2014.

By Order of the Board

Eliza Lim Bee Lian

Company Secretary

14 July 2014