



AURIC PACIFIC GROUP LIMITED

(Company Registration No. 198802981D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Ninth Annual General Meeting of Auric Pacific Group Limited (the “**Company**”) will be held at Taurus Leo Ballroom (Level 1), Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Friday, 29 April 2016 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the directors’ statement and audited financial statements for the financial year ended 31 December 2015 together with the auditor’s report. **(Resolution 1)**
- To approve directors’ fees of S\$556,000 payable by the Company for the financial year ended 31 December 2015 (Approved directors’ fees for financial year ended 31 December 2014: S\$563,000). **(Resolution 2)**
- To re-elect the following directors who are retiring and who, being eligible, offer themselves for re-election:
 - Mr Albert Saychuan Cheok, who retires by rotation pursuant to Article 91 of the Constitution of the Company. **(Resolution 3(a))**
(See Explanatory Note 1)
 - Mr Edwin Neo, who retires by rotation pursuant to Article 91 of the Constitution of the Company. **(Resolution 3(b))**
(See Explanatory Note 2)
 - Mr Ronald Issen, who retires pursuant to Article 97 of the Constitution of the Company. **(Resolution 3(c))**
(See Explanatory Note 3)
 - Mr Tan Huay Lim, who retires pursuant to Article 97 of the Constitution of the Company. **(Resolution 3(d))**
(See Explanatory Note 4)
- To re-appoint Ernst & Young LLP as auditor of the Company and to authorise the directors to fix its remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which Resolutions 5 and 6 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as a Special Resolution:

5. Authority to allot and issue shares

That 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 of (as well as adjustments to) options, warrants, debentures or other instruments convertible or exchangeable into Shares,
at any time and upon such 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
- (notwithstanding that 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, provided that:
 - 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) shall not exceed 50 per cent. of the total number of issued Shares, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), 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 under this Resolution) shall not exceed 20 per cent. of the total number of issued Shares, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such manner of calculation as may be prescribed by the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares, excluding treasury shares, shall be based on the total number of issued Shares, excluding treasury shares, at the time of the passing of this Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - 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 has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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 5)**
(See Explanatory Note 5)

6. Renewal of the Shareholders’ Mandate for Interested Person Transactions

That:

- approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Appendix A to the Company’s Letter to Shareholders dated 7 April 2016 (the “**Letter**”), with any party who is of the class of interested persons described in Appendix A to the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the “**Shareholders’ Mandate**”);
- the Shareholders’ Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders’ Mandate and/or this Resolution. **(Resolution 6)**
(See Explanatory Note 6)

7. Adoption of the new Constitution of the Company

That the regulations contained in the new Constitution submitted to this Meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution. **(Resolution 7)**

(See Explanatory Note 7)

By Order of the Board

Tan T’eng Ta’ Benedict
Company Secretary
Singapore, 7 April 2016

Notes:

- A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the office of the Company’s share registrar, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the meeting.

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 shareholder (i) consents to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the shareholder discloses the personal data of the shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company (or its agents or service providers) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.

Explanatory Notes

1. Resolution 3(a)

If re-elected, Mr Albert Saychuan Cheok will remain as an independent, non-executive Chairman and Chairman of the Remuneration Committee. Mr Cheok does not have any relationships including immediate family relationships with any director, the Company and any shareholder holding 10 per cent. or more Shares. Please refer to the ‘Board of Directors’ section of the Annual Report 2015 for further information on Mr Cheok.

2. Resolution 3(b)

If re-elected, Mr Edwin Neo will remain as an independent, non-executive director and Chairman of the Nomination Committee. Mr Neo does not have any relationships including immediate family relationships with any director, the Company and any shareholder holding 10 per cent. or more Shares. Please refer to the ‘Board of Directors’ section of the Annual Report 2015 for further information on Mr Neo.

3. Resolution 3(c)

If re-elected, Mr Ronald Issen will remain as a non-executive director, member of the Remuneration Committee and member of the Audit and Risk Committee and will be considered non-independent. Please refer to the ‘Board of Directors’ section of the Annual Report 2015 for further information on Mr Issen.

4. Resolution 3(d)

If re-elected, Mr Tan Huay Lim will remain as an independent, non-executive director, Lead Independent Director and member of the Audit and Risk Committee. Mr Tan does not have any relationships including immediate family relationships with any director, the Company and any shareholder holding 10 per cent. or more Shares. Please refer to the ‘Board of Directors’ section of the Annual Report 2015 for further information on Mr Tan.

5. Resolution 5

The proposed Resolution 5, if passed, is to authorise the directors of the Company from the date of the Annual General Meeting until the next Annual General Meeting to issue Shares and/or make or grant Instruments that might require Shares to be issued, and to issue Shares in pursuance of such Instruments, up to a limit of 50 per cent. of the total number of issued Shares, excluding treasury shares, with a sub-limit of 20 per cent. for issues other than on a *pro rata* basis, calculated in accordance with and subject to the terms under Resolution 5.

6. Resolution 6

The proposed Resolution 6, if passed, is to renew until the conclusion of the next Annual General Meeting, the Shareholders’ Mandate for interested person transactions to enable the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9 of the Listing Manual, or any of them, to enter into certain types of recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations with the specified classes of persons who are considered to be interested persons for the purposes of Chapter 9 of the Listing Manual. Particulars of the Shareholders’ Mandate, and the Audit and Risk Committee’s confirmation in support of the renewal of the Shareholders’ Mandate, are set out in the Company’s Letter to Shareholders dated 7 April 2016.

7. Resolution 7

The proposed Resolution 7, if passed, is to approve the adoption of a new Constitution in substitution for, and replacement of, the Company’s existing Constitution. The new Constitution contains regulations that take into account the wide-ranging changes to the Companies Act, Chapter 50 introduced by the Companies (Amendment) Act 2014 and other updates to the regulatory framework. Please refer to the Company’s Letter to Shareholders dated 7 April 2016 for more details.