BLUMONT
博诺有限公司

# BLUMONT GROUP LTD.

(Company Registration No.: 199302554G)
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Level 2 Room Nautica III, Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 on Wednesday, 27 April 2016 at 10.00 a.m. for the purpose of transacting the following businesses:

**AS ORDINARY BUSINESSES:**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Statement by Directors and Auditor's Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of S$90,000 for the financial year ending 31 December 2016, to be paid quarterly in arrears. (FY2015: S$90,000). **Resolution 2**
3. To re-elect Mr. Ng Kim Huatt, the director retiring by rotation pursuant to Regulation 110 of the Company's Constitution. **Resolution 3**
   *[See Explanatory Note (i)]*
4. To re-elect Mr. Calvin Lim Huan Kim, the director retiring by rotation pursuant to Regulation 110 of the Company's Constitution. **Resolution 4**
   *[See Explanatory Note (ii)]*
5. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

6. **Authority to allot and issue shares** **Resolution 6**

   "That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given for the Directors of the Company (the "**Directors**") at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

   (a) (i) issue shares in the capital of 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 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

   (b) (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 of the Company while this Resolution was in force,

   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) to be issued pursuant to this Resolution shall not exceed fifty per centum (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 to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (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 manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, 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 this Resolution is passed, after adjusting for:

   (a) new Shares arising from the conversion or exercise of any convertible securities;

   (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

   (c) any subsequent bonus issue, consolidation or subdivision of shares;

   (3) 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), all applicable legal requirements under the Singapore Companies Act, Chapter 50 and the Constitution for the time being of the Company; and

   (4) unless revoked or varied by the Company in a 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 earlier."

   *[See Explanatory Note (iii)]*

7. **Authority to issue shares under the Blumont Employee Share Option Scheme 2013 and the Blumont Performance Share Plan** **Resolution 7**

   "That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the Blumont Employee Share Option Scheme 2013 (the "**Blumont ESOS 2013**") and/or to grant awards in accordance with the Blumont Performance Share Plan (the "**Blumont PSP**") and allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Blumont ESOS 2013 and/or the vesting of awards under the Blumont PSP, provided always that the aggregate number of additional shares to be allotted and issued pursuant to the Blumont ESOS 2013 and the Blumont PSP shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time."

   *[See Explanatory Note (iv)]*

8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**By Order of the Board**

Ng Kim Huatt
Executive Director

12 April 2016
Singapore

**Explanatory Notes:**

(i) Key information on Mr. Ng Kim Huatt and his shareholdings in the Company can be found under the Board of Director in the Overview section and Statement of Director in the Financial Statements section of the Annual Report 2015, respectively. Apart from the above disclosure, there are no relationships (including immediate family relationships) between Mr. Ng Kim Huatt and the other Directors or the Company.

(ii) Mr. Calvin Lim Huan Kim will, upon re-election as a Director, remain as the Chairman of the Audit and Remuneration Committees and a member of the Nominating Committee and Compensation Committee. Mr. Calvin Lim Huan Kim is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Key information on Mr. Calvin Lim Huan Kim and his shareholdings in the Company can be found under the Board of Director in the Overview section and Statement of Director in the Financial Statements section of the Annual Report 2015, respectively. Apart from the above disclosure, there are no relationships (including immediate family relationships) between Mr. Calvin Lim Huan Kim and the other Directors or the Company.

(iii) Ordinary Resolution 6 proposed in item no. 6 is to empower the Directors, from the date of the passing of Ordinary Resolution 6 to the date of the next Annual General Meeting, 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 in total 50% of the issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares) for issues other than on a pro rata basis to shareholders.

(iv) Ordinary Resolution 7 proposed in item no. 7 above, if passed, will empower the Directors to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Blumont ESOS 2013 and vesting of the share awards under Blumont PSP.

**Notes:**

1. A member of the Company entitled to attend and vote at the general meeting of the Company is entitled to appoint not more than two proxies, to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. A member of the Company who is a relevant intermediary (i.e. a banking corporation licensed under the Banking Act (Chapter 19), a person holding a capital markets services licence to provide custodial services for securities or the Central Provident Fund Board) (as defined in the Singapore Companies Act, Chapter 50) may appoint more than two proxies to attend and vote at the meeting. Each proxy must be appointed to exercise the rights attached to shares held by him/her.
3. Where a member appoints two proxies, he/she shall specify the proportion of his/her shares (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent. of the shareholding and any second named proxy as an alternate to the first named.
4. Where a member of the Company is represented by one or more proxies, only the first named proxy specified in the relevant instrument of proxy shall be deemed to be authorised to vote and the second named proxy shall not be so entitled to vote unless the first named proxy is not present or fails to vote.
5. A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Singapore Companies Act, Chapter 50 of Singapore and its Constitution to attend and vote for and on behalf of such corporation.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under seal, or under the hand of an official or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 298 Tiong Bahru Road, #11-03 Central Plaza, Singapore 168730, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

**PERSONAL DATA PRIVACY:**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), 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) 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 in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.