TAT HONG HOLDINGS LTD

COMPANY REGISTRATION NO. 199105392H
(Incorporated In The Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tat Hong Holdings Ltd (the "Company") will be held at 10 Eunos Road 8, Singapore Post Centre, Level 5 Theatrette, Singapore 408600 on 25 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 of the Company and the Group for the year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**

2 To declare a final dividend of 1.0 Singapore Cent per share for the year ended 31 March 2014 (previous year: 2.5 Singapore Cents per share). **(Resolution 2)**

3 To re-elect the following Directors of the Company retiring pursuant to Article 113 of the Articles of Association of the Company:

Mr Mak Lye Mun **(Resolution 3)**

Mr Ng Sang Kuey Michael **(Resolution 4)**

Mr Ng San Wee David **(Resolution 5)**

[See Explanatory Note (i)]

4 To re-appoint Mr Tan Chok Kian, a director of the Company retiring under Section 153(6) of the Companies Act, Chapter 50 of Singapore to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.

[See Explanatory Note (ii)] **(Resolution 6)**

5 To approve the payment of Directors' fees of S$470,000 for the year ended 31 March 2014 (previous year: S$470,000).

[See Explanatory Note (iii)] **(Resolution 7)**

6 To re-appoint Messrs KPMG LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**

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

AS SPECIAL BUSINESS

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

8 **Authority to issue shares in the capital of the Company (excluding treasury shares) pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST")**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

(a) (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 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 Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "**Share Issue Mandate**")

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) and Instruments 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 and Instruments to be issued other than on a pro rata basis to existing 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 calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under the sub-paragraphs above, 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 of the passing of this Resolution, after adjusting for:

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

(b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and

(c) any subsequent consolidation or subdivision of shares;

(3) in exercising the Share Issue Mandate 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 Articles of Association of the Company; and

(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (iv)] **(Resolution 9)**

9 **Authority to issue shares under the Tat Hong Share Option Scheme 2006**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options under the Tat Hong Share Option Scheme 2006 ("the Scheme 2006") and to 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 options granted by the Company under the Scheme 2006, whether granted during the subsistence of this authority or otherwise, provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Scheme 2006 and the Share Plan 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 and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (v)] **(Resolution 10)**

10 **Authority to issue shares under the Tat Hong Performance Share Plan**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant awards under the Tat Hong Performance Share Plan ("the Share Plan") and to 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 vesting of awards under the Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Scheme 2006 and the Share Plan 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 and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (vi)] **(Resolution 11)**

11 **Proposed Renewal of Shareholders' Mandate for Interested Person Transactions**

That:

(1) approval be and is hereby given for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the SGX-ST Listing Manual), or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions particulars of which are set out in the appendix to this Notice of Annual General Meeting to Shareholders dated 9 July 2014 (the "Appendix"), with the Interested Persons as described in the Appendix, provided that such transactions are made on normal commercial terms in accordance with the guidelines and procedures for review and administration of Interested Person Transactions as described in the Appendix (the "Shareholders' IPT Mandate");

(2) the Shareholders' IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;

(3) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the SGX-ST Listing Manual which may be prescribed by SGX-ST from time to time; and

(4) the Directors of the Company be and are hereby authorised and empowered to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to the Shareholders' IPT Mandate and this Resolution.

[See Explanatory Note (vii)] **(Resolution 12)**

By Order of the Board

Lional Tseng / Ong Beng Hong
Joint Company Secretaries
Singapore
9 July 2014

Explanatory Notes:

(i) Mr Mak Lye Mun will, upon re-election as a Non-executive Independent Director of the Company, remain as Chairman of the Risk Management Committee and the Employee Share Option and Performance Share Plan Committee and member of the Remuneration Committee. Mr Mak Lye Mun's personal profile can be found on pages 28 and 29 of the Annual Report 2014.

Mr Ng Sang Kuey Michael will, upon re-election, remain as Executive Director of the Company. Details of Mr Ng Sang Kuey Michael's personal profile and duties and responsibilities are found on pages 29 and 31 of the Annual Report 2014.

Mr Ng San Wee David will, upon re-election, remain as Executive Director of the Company. Details of Mr Ng San Wee David's personal profile and duties and responsibilities are found on page 29 of the Annual Report 2014.

(ii) The effect of the Ordinary Resolution 6 above; is to re-appoint a director of the Company who is over 70 years of age. Mr Tan Chok Kian will, upon re-appointment as a Director of the Company, remain as non-executive Chairman of the Board, Chairman of the Nominating Committee and member of the Audit Committee, the Remuneration Committee and the Risk Management Committee, and will be considered independent. Mr Tan Chok Kian's personal profile can be found on page 28 of the Annual Report 2014.

(iii) The Company will disregard any votes cast on this resolution by non-executive Directors who are eligible to be paid fees. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person who is entitled to vote, in accordance with the discretions on the proxy form to vote as the proxy decides provided that the person entitled to vote excludes any non-executive Director that is eligible to be paid fees.

(iv) The Ordinary Resolution 9 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to such persons as the Directors of the Company may in their absolute discretion deem fit.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

(v) The Ordinary Resolution 10 above, if passed, will empower the Directors of the Company, from the date of this Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme 2006 provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Scheme 2006 and the Share Plan does not exceed in total (for the entire duration of the Scheme 2006) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(vi) The Ordinary Resolution 11 above, if passed, will empower the Directors of the Company, from the date of this Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of awards under the Share Plan provided always that the total aggregate number of additional ordinary shares to be issued pursuant to the Share Plan and the Scheme 2006 does not exceed in total (for the entire duration of the Share Plan) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(vii) The Ordinary Resolution 12 above, if passed, will renew the mandate given by the shareholders of the Company to allow the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Persons Transactions as defined in Chapter 9 of the SGX-ST Listing Manual. Please refer to the Appendix for further details.

Notes:

1 A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2 If the appointer is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer or attorney.

3 The instrument appointing a proxy must be deposited at the Registered Office of the Company at 18 Sungei Kadut Avenue Singapore 729489 not less than forty-eight (48) hours before the time appointed for holding the Meeting.