

TECKWAH INDUSTRIAL CORPORATION LTD

Company Registration No. 197201105E
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF BOOKS CLOSURE DATE

Notice is hereby given that the Annual General Meeting of Teckwah Industrial Corporation Ltd (the "Company") will be held at 51 Tai Seng Avenue, #05-01 Pixel Red, Singapore 533941 on Thursday, April 25, 2019 at 9.30 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended December 31, 2018 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax-exempt dividend of 1.0 Singapore cent per ordinary share in respect of the year ended December 31, 2018. **(Resolution 2)**
3. To re-elect the following directors retiring pursuant to Rule 720(5) of the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST")/Company's Constitution:-
 - (i) Mr Gerard Tan Wee Seng [See Explanatory Note (a)] **(Resolution 3)**
 - (ii) Mr Thomas Chua Kee Seng [See Explanatory Note (b)] **(Resolution 4)**

To record the retirement of Mr Lee Chee Sit as a director pursuant to Regulation 89 of the Company's Constitution at the conclusion of the Annual General Meeting [See Explanatory Note (c)]
4. To re-appoint Deloitte & Touche LLP as Auditors for the ensuing year and to authorise the directors to fix their remuneration. **(Resolution 5)**
5. To approve the proposed directors' fees of \$252,000 for the year ended December 31, 2018. (2017: \$231,000) **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as ordinary resolution:-

6. (a) That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Listing Manual of SGX-ST, authority be and is hereby given to the directors of the Company:-
 - (i) to issue shares in the capital of the Company whether by way of bonus issue, rights issue 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) warrants, debentures or other instruments convertible into shares,

at any time to such persons and upon such terms and conditions and for such purposes 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 instrument made or granted by the directors while this Resolution is 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) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution and the aggregate number of shares issued other than on a pro rata basis to existing shareholders does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the Company;
- (b) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) as at the time of the passing of this Resolution after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities which were issued pursuant to previous shareholders' approval, and which are outstanding as at the date of the passing of this Resolution;

- (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
- (iii) any subsequent bonus issue, consolidation or subdivision of the shares; and
- (c) such authority to continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, unless previously revoked or varied at a general meeting of the Company. *[see Explanatory Note (d)]* **(Resolution 7)**

Notice is hereby given that the Transfer Books and Register of Members of the Company will be closed on May 9, 2019 at 5.00 p.m. for the purpose of determining shareholders' entitlements to the proposed tax exempt (one-tier) final dividend of 1.0 Singapore cent per ordinary share for the financial year ended December 31, 2018 (the "**Proposed Dividend**").

Duly completed transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services of 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on May 9, 2019 will be registered to determine shareholders' entitlement to the Proposed Dividend. Members whose securities accounts with the Central Depository (Pte) Limited ("CDP") are credited with the shares as at 5.00 p.m. on May 9, 2019 will be entitled to such Proposed Dividend.

The Proposed Dividend, if approved at the Annual General Meeting to be held on April 25, 2019, will be paid on May 17, 2019.

By Order of the Board

Lo Swee Oi
Company Secretary
April 1, 2019
Singapore

Explanatory Notes:

- (a) Mr Gerard Tan Wee Seng, if re-elected, will remain as the Member of the Audit Committee. Mr Tan is considered an independent director for purposes of Rule 704(8) of the Listing Manual of SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr Tan can be found under the section entitled "Additional Information on Director Seeking Re-election" on pages 160 to 167 of 2018 Annual Report of the Company.
- (b) Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr Thomas Chua Kee Seng can be found under the section entitled "Additional Information on Director Seeking Re-election" on pages 160 to 167 of 2018 Annual Report of the Company.
- (c) Mr Lee Chee Sit, who is retiring by rotation at the Annual General Meeting pursuant to Regulation 89 of the Company's Constitution, have expressed his intention to retire at the Annual General Meeting and will not be seeking re-election.

Mr Lee, a non-executive director, will retire from the Board of Directors at the conclusion of the Annual General Meeting and will concurrently cease to be a Member of the Remuneration Committee.

- (d) The proposed ordinary resolution 7 above, if passed, will empower the directors from the date of the above Meeting until the date of the next Annual General Meeting to allot and issue shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis.

For the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Note:

- (i) Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
- (ii) If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 51 Tai Seng Avenue #05-01 Pixel Red Singapore 533941 not less than 72 hours before the time set for the AGM.
- (iii) If the appointer is a corporation, the proxy must be executed either under seal or the hand of its duly authorized officer or attorney.
- (iv) A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

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 member of the Company (i) consents to the collection, use and disclosure of the member'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 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings of the above meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

In addition, the Company may upon the request of any shareholder, provide such shareholder with a copy of the minutes of the above meeting which may contain a member's personal data as explained above. By participating in the meeting, raising any questions and/or proposing/seconding any motion, a member will be deemed to have consented to have his personal data recorded and dealt with for the purposes and in the manner explained above.