



LION ASIAPAC LIMITED

(Co. Reg. No. 196800586R)

(Incorporated in the Republic of Singapore)

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting of Lion Asiapac Limited (the “Company”) will be held at TKP Conference Center Raffles Place, Conference Room 2, 55 Market Street #03-01, Singapore 048941 on Monday, 31 October 2016 at 4:00 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2016 together with the Auditors’ Report thereon.
2. To declare a first and final dividend of 0.5 cent per ordinary share (tax-exempt one-tier) for the financial year ended 30 June 2016.
3. To re-elect Mr Lee Whay Keong, a Director retiring pursuant to Article 91 of the Constitution of the Company and who, being eligible, offers himself for re-election.

(Note: Mr Lee Whay Keong, upon re-election, will be considered a non-independent Director.)

4. To re-appoint Mr Othman Bin Wok, who will retire pursuant to the resolution passed at the 45th Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (which was then in force and repealed since 3 January 2016), as a Director of the Company.

(Please see Explanatory Note A)

5. To re-appoint Tan Sri Cheng Heng Jem, who will retire pursuant to the resolution passed at the 45th Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (which was then in force and repealed since 3 January 2016), as a Director of the Company.

(Please see Explanatory Note B)

6. To approve the payment of S\$128,500 as Directors’ fees for the financial year ended 30 June 2016 (2015: S\$131,632).
7. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

8. **General Mandate to Directors to Issue Shares and Convertible Securities**

To consider and, if thought fit, to pass, with or without amendments, the following resolution as Ordinary Resolution:

“That pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); 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 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

- (b) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution is in force,

Provided That:

- (1) the aggregate number of shares to be issued pursuant to such authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued shares excluding treasury shares in the capital of the Company for the time being (as determined 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 does not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company for the time being (as determined in accordance with sub-paragraph (2) below);
- (2) 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 in the capital of the Company at the time that this Ordinary Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time that this Ordinary Resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") for the time being in force (unless such compliance is waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless previously revoked or varied by the Company in general meeting) the authority conferred by this Ordinary Resolution to issue shares shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held (whichever is the earlier).”

(Please see Explanatory Note C)

9. **Renewal of the General Mandate for Interested Person Transactions**

To consider and, if thought fit, to pass, with or without amendments, the following resolution as Ordinary Resolution:

“That:

- (a) approval be and is hereby given for the renewal of the general mandate for the Company, its subsidiaries and associated companies (collectively, the “Group”) which fall within the definition of “entities at risk” under Chapter 9 of the listing manual of the SGX-ST (the “Listing Manual”) or any of them to enter into the transactions falling within the categories of interested person transactions (“Interested Person Transactions”) set out in pages 80 to 81 of this Annual Report, with any party who is of the class or classes of interested persons described in page 80 of this Annual Report, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders, and are entered into in accordance with the review procedures for Interested Person Transactions as set out in pages 81 to 86 of this Annual Report (such general mandate, hereinafter called the “IPT Mandate”);
- (b) the IPT Mandate 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 such Annual General Meeting is required by law to be held, whichever is the earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors and each of them be and are hereby authorised and empowered to complete and to do all such other acts and things as they may consider necessary, desirable or expedient in the interests of the Company in connection with or for the purposes of giving full effect to the IPT Mandate.”

(Please see Explanatory Note D)

10. To transact such other ordinary business as can be transacted at an Annual General Meeting of the Company.

NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT the Share Transfer Books and Register of Members of the Company will be closed on 9 November 2016, for the purpose of determining shareholders’ entitlements to the proposed first and final dividend of 0.5 cent per ordinary share (tax-exempt one-tier) for the financial year ended 30 June 2016.

Duly completed registrable transfers received by the Company’s Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00 ASO Building Singapore 048544 up to 5:00 p.m. on 8 November 2016 will be registered before entitlements to the proposed dividend are determined. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5:00 p.m. on 8 November 2016 will be entitled to the proposed dividend.

The proposed dividend, if approved by shareholders at the 46th Annual General Meeting of the Company to be held on 31 October 2016, will be paid on 18 November 2016.

By Order of the Board

Tan Yen Hui
Company Secretary

Singapore, 12 October 2016

Explanatory Notes:

- A. Mr Othman Bin Wok, who is above 70 years old, was re-appointed during the Company's 45th Annual General Meeting held on 27 October 2015 to hold office until this Annual General Meeting pursuant to Section 153(6) of the Companies Act (Chapter 50 of Singapore), which was then in force and repealed since 3 January 2016. Accordingly, there is a need to re-appoint him during this Annual General Meeting to allow him to continue in office. Upon re-appointment, he will then be subject to retirement by rotation under the Constitution of the Company.

Mr Othman Bin Wok, upon re-appointment, will remain as Chairman of the Audit Committee, Nominating Committee and Remuneration Committee and will be considered an independent Director.

- B. Tan Sri Cheng Heng Jem, who is above 70 years old, was re-appointed during the Company's 45th Annual General Meeting held on 27 October 2015 to hold office until this Annual General Meeting pursuant to Section 153(6) of the Companies Act (Chapter 50 of Singapore), which was then in force and repealed since 3 January 2016. Accordingly, there is a need to re-appoint him during this Annual General Meeting to allow him to continue in office. Upon re-appointment, he will then be subject to retirement by rotation under the Constitution of the Company.

Tan Sri Cheng Heng Jem, upon re-appointment, will be considered a non-independent Director.

- C. The Ordinary Resolution proposed in item 8 above, if passed, will empower the Directors of the Company to issue shares and convertible securities in the capital of the Company up to and not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares, of which the issue of shares and convertible securities other than on a pro-rata basis shall not exceed 20% of the total number of issued shares excluding treasury shares, for such purposes as they consider would be in the interests of the Company. This authority shall, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held, whichever is the earlier.
- D. The Ordinary Resolution proposed in item 9 above, if passed, will enable the Group to enter into certain recurring Interested Person Transactions as described in pages 80 to 81 of this Annual Report and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority shall, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held, whichever is the earlier.

Notes:

- (a) A member, who is entitled to attend, speak and vote at the Annual General Meeting and is not a relevant intermediary (which has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore), is entitled to appoint up to two proxies to attend, speak and vote in his/her stead at the Annual General Meeting.
- (b) A member which is entitled to attend, speak and vote at the Annual General Meeting and is a relevant intermediary may appoint more than two proxies to exercise all or any of his rights to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member (which number and class of shares shall be specified).
- (c) A proxy need not be a member of the Company.
- (d) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 10 Arumugam Road, #10-00 LTC Building A, Singapore 409957, not less than 48 hours before the time appointed for holding the Annual General 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 at any adjournment thereof, a member of the Company:

1. consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxy(ies) and/or representative(s) appointed for the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with the applicable laws, listing rules, regulations and/or guidelines (collectively the "Purposes"); and
2. 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 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.