Notice Of Annual General Meeting

LEE METAL GROUP LTD
Company Registration No. 198205439C

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at No. 7, Tuas Avenue 16, Singapore 638934 on Wednesday, 22 April 2015 at 9.30 a.m. to transact the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2014 and the Directors' Report and Auditors' Report thereon. **(Resolution 1)**

2. To declare a Special one-tier tax exempt Dividend of 1 cent per ordinary share and a Final one-tier tax exempt Dividend of 1 cent per ordinary share as recommended by the Directors for the financial year ended 31 December 2014. **(Resolution 2)**

3. To approve the Directors' fee of S$300,000 for the financial year ended 31 December 2014. [See Explanatory Note (i)] **(Resolution 3)**

4. To approve the Directors' fee of S$90,000 for the financial year ending 31 December 2015. [See Explanatory Note (ii)] **(Resolution 4)**

5. To re-elect Ms Lee Kim Lian, Juliana, a Director retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 5)**

   Ms Lee Kim Lian, Juliana, will, upon re-appointment as Director of the Company, remain as a member of the Audit Committee. She will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. She will continue as the Chairperson of the Nominating Committee and a member of the Remuneration Committee.

6. To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Ordinary Resolution with or without modifications: -

7. Authority to issue shares

   "(a) That pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") approval be and is hereby given to the Directors of the Company 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:

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

   (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

   (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

   (b) notwithstanding the authority conferred by the shareholders may have ceased to be in force issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

   provided always, that subject to any applicable regulations as may be prescribed by the SGX-ST,

   (i) 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 Company's total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) 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 of the Company, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;

   (a) new shares arising from the conversion or exercise of convertible securities, or

   (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and

   (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and

   (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." [(See Explanatory Note (iii)] **(Resolution 7)**

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

BY ORDER OF THE BOARD

Foo Soon Soo (Ms)
Secretary
2 April 2015

SINGAPORE

Explanatory Notes:-

(i) The Ordinary Resolution 3 is to approve Directors' fee of S$300,000 to the three Non-Executive and Independent Directors of the Company for the financial year ended 31 December 2014 which is inclusive of basic Directors' fee of S$90,000 approved at the last Annual General Meeting of the Company held on 22 April 2014.

(ii) The Ordinary Resolution 4 is to approve the basic Directors' fee of S$90,000 to the three Non-Executive and Independent Directors of the Company for the financial year ending 31 December 2015.

(iii) The Ordinary Resolution in item 7 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(2) of the Listing Manual of Singapore Exchange Securities Trading Limited currently provides that the total number of issued shares excluding treasury shares of the Company for this purpose shall be the total number of issued shares excluding treasury shares at the time of this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at No. 7, Tuas Avenue 16, Singapore 638934 not later than 48 hours before the time appointed for the Meeting.

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 30 April 2015 after 5.00 p.m for the preparation of determining the Members' entitlements to the dividend to be proposed at the Annual General Meeting of the Company to be held on 22 April 2015.

Duly completed registrable transfers in respect of shares of the Company received by the Company's Share Registrar, KCK CorpServe Pte. Ltd., of 333 North Bridge Road KH KEA Building #08-00, Singapore 188721 up to 5.00 p.m. on 30 April 2015 will be registered to determine Members' entitlements to such dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 30 April 2015 will be entitled to such proposed dividend.

The proposed dividend, if approved by Members at the Annual General Meeting, will be paid on 22 May 2015.

BY ORDER OF THE BOARD

Foo Soon Soo (Ms)
Secretary
2 April 2015

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