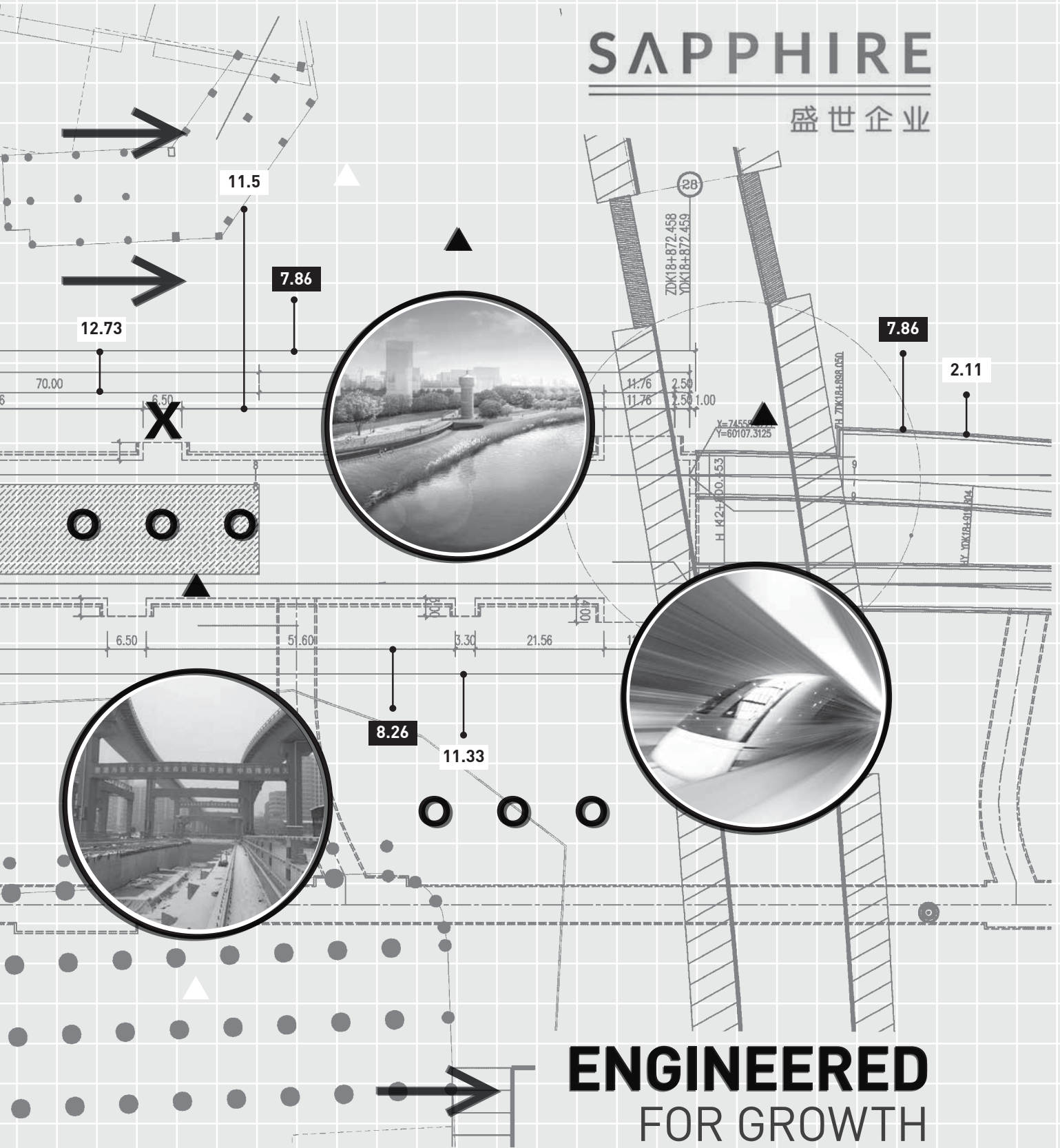


SAPPHIRE

盛世企业



ENGINEERED FOR GROWTH

NOTICE OF ANNUAL GENERAL MEETING FY2018

SAPPHIRE

盛世企业

Sapphire Corporation Limited
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Reg No. 198502465W

15 April 2019

Dear Shareholders,

We are pleased to enclose herein printed copies of the Notice of Annual General Meeting ("AGM") and Proxy Form for **Sapphire Corporation Limited's** upcoming AGM to be held on 30 April 2019.

In line with our sustainability efforts, we will not be mailing physical copies of our Annual Report 2018 ("AR2018") for the financial year ended 31 December 2018 to all shareholders. Instead, you may view and/or download the AR2018 at our corporate website from the date of this letter.

The AR2018 may be accessed at the URL <http://sapphirecorp.listedcompany.com/ar.html>. You will need an internet browser and PDF reader to view the AR2018.

We sincerely hope that you will appreciate our sustainability efforts and to embrace e-communications. If you still wish to receive physical copies of the AR2018, please complete the Request Form below and return it to us via post by 22 April 2019.

By completing, signing and returning the forms to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted forms or which is otherwise collected from you [or your authorised representative(s)], for the purpose of processing and effecting your request.

On behalf of Sapphire Corporation Limited



Wang Heng
CEO

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Third Annual General Meeting of **SAPPHIRE CORPORATION LIMITED** (the “**Company**”) will be held at 10 Anson Road #28-15, International Plaza, Singapore 079903 on Tuesday, 30 April 2019 at 09.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the year ended 31 December 2018 together with the Reports of the Auditors thereon. **(Resolution 1)**

2. To approve the payment of Directors’ fees of up to S\$205,000 for the year ending 31 December 2019 to be paid in cash and/or shares (2018: up to S\$200,000).
[See Explanatory Note (i)] **(Resolution 2)**

3. To approve the following re-election of Directors:
 - (a) To re-elect Mr Cheung Wai Suen who retires pursuant to Regulation 89 of the Company’s Constitution and who, being eligible, offer himself for re-election. **(Resolution 3)**
[See Explanatory Note (ii)]

 - (b) To re-elect Mr Duan Yang, Julien who retires pursuant to Regulation 89 of the Company’s Constitution and who, being eligible, offer himself for re-election. **(Resolution 4)**
[See Explanatory Note (iii)]

 - (c) To re-elect Professor Chew Yong Tian who retires pursuant to Regulation 88 of the Company’s Constitution and who, being eligible, offer himself for re-election. **(Resolution 5)**
[See Explanatory Note (iv)]

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

5. 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:

6. Authority to allot and issue shares in the capital of the Company – Share Issue Mandate

NOTICE OF ANNUAL GENERAL MEETING

“That, pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Act**”) and Rule 806 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (A) (i) allot and issue shares in the capital of the Company (the “**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 the 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 shall 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 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) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as at the time of passing of this Resolution);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; 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 as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 is required by law to be held, whichever is the earlier.”

[See Explanatory Note (v)]

(Resolution 7)

7. Authority to grant awards and issue shares under the Sapphire Share Award Scheme

“That in accordance with the provisions of the Sapphire Share Awards Scheme (the “**Scheme**”) and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to grant share awards (“**Awards**”) in accordance with the provisions of the Scheme and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Scheme, provided that the aggregate number of Shares available under the Scheme, when added to all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.”

[See Explanatory Note (vi)]

(Resolution 8)

8. To transact any other business that may be transacted at an Annual General Meeting of which due notice shall have been given.

By Order of the Board

Gwendolyn Gn Jong Yuh
Company Secretary
Singapore, 15 April 2019

NOTES:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. A member who is a Relevant Intermediary (as defined in Section 181(1c) of the Act, is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM. A proxy need not be a member of the Company.
3. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
5. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Annual General Meeting will act as your proxy.
6. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Share Registrar’s office at 80 Robinson Road, #11-02, Singapore 068898 not less than 72 hours before the time appointed for holding the meeting and at any adjournment thereof.
7. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the depositor proxy form, duly completed, must be deposited by the depositor(s) at the Share Registrar’s office at 80 Robinson Road, #11-02, Singapore 068898 not less than 72 hours before the commencement of the Annual General Meeting.

NOTICE OF 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/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.

Explanatory Notes:-

- (i) The Ordinary Resolution 2 proposed in item 2 above, if passed, will empower the Directors to pay the Directors' fees of up to S\$205,000 for the year ending 31 December 2019 to be paid in cash and/or shares.
- (ii) Further to the re-election of Mr Cheung Wai Suen ("**Mr Chueng**"), Mr Cheung will continue to serve as Chairman of the Board.
- (iii) Further to the re-election of Mr Duan Yang, Julien pursuant to Ordinary Resolution 4, he will continue to serve as Chairman of the Audit and Risk Committee, a member of the Nominating Committee and the Remuneration Committee of the Company and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").
- (iv) Further to the re-election of Professor Chew Yong Tian pursuant to Ordinary Resolution 5, he will continue to serve as a member of the Nominating Committee of the Company and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (v) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors of the Company 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 and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (vi) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company to grant Awards pursuant to the Scheme and to allot and issue shares pursuant to the vesting of the Awards under the Scheme. The Scheme was approved by the shareholders of the Company in the annual general meeting of the Company on 26 April 2018.

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
Date of appointment	16 March 2016	24 March 2017	30 April 2018
Date of last re-appointment	27 April 2016	26 April 2017	Not applicable
Age	58	57	71
Country of principal residence	People's Republic of China	Hong Kong	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>The Board of Directors, having considered the recommendation of Nominating Committee, and having reviewed the recommendation of Nominating Committee and the qualifications and working experience of Mr Cheung Wai Suen ("Mr Cheung"), is of the view that he has the requisite experience and capabilities to assume the responsibilities as the Chairman and Executive Director of the Company.</p> <p>Accordingly, the Board of Directors has approved the re-election of Mr Cheung as the Chairman and Executive Director of the Company.</p>	<p>The Board of Directors, having considered the recommendation of Nominating Committee, and having reviewed the recommendation of Nominating Committee and the qualifications and working experience of Mr Duan Yang, Julien ("Duan Yang"), is of the view that he has the requisite experience and capabilities to assume the responsibilities as the Independent Non-Executive Director of the Company.</p> <p>Accordingly, the Board of Directors has approved the re-election of Duan Yang as the Independent Non-Executive Director of the Company.</p>	<p>The Board of Directors, having considered the recommendation of Nominating Committee, and having reviewed the recommendation of Nominating Committee, and the qualifications and working experience of Professor Chew Yong Tian ("Professor Chew"), is of the view that he has the requisite experience and capabilities to assume the responsibilities as the Independent Non-Executive Director of the Company.</p> <p>Accordingly, the Board of Directors has approved the re-election of Professor Chew as the Independent Non-Executive of the Company.</p>
Whether the appointment is executive and if so, please state the area of responsibility	<p>The appointment is executive and Mr Cheung will continue to serve as an Executive Director of Ranken Railway Construction Group Co., Ltd.</p> <p>His area of responsibility includes strategic planning for overseas expansion, overseeing key operational matters and marketing strategies, as well as formulating the overall corporate and investment strategies of Ranken.</p>	Non-Executive	Non-Executive

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
Job title (e.g. Lead ID, AC Chairman, AC member, etc)	Chairman and Executive Director	Independent and Non-Executive Director, Chairman of the Audit and Risk Committee and member of the Nominating and Remuneration Committees	Independent and Non-Executive Director and a member of the Nominating Committee
Professional memberships/ qualifications	Bachelor of Law from Renmin University of China Executive MBA from Peking University's Guanghua School of Management	MBA from ESSEC Business School in France Bachelor in Mathematics from Wuhan University.	Master of Engineering from the University of Western Australia PhD from Cambridge University
Working experience and occupation(s) during the past 10 years	1998 – present: Executive Director of Ranken Railway Construction Group Co., Ltd	January 2017 – Present: Director of Beijing Nufront Ltd June 2016 – Present: Director and Chairman of Fascinating HK Ltd June 2013 – August 2016: Director of Sinolink International Finance HK Ltd June 2013 – August 2016: Director of Sinolink Financial Leasing (Shanghai) Ltd May 2010 – July 2011: Managing Director (Head of Global Markets division for China) of Societe Generale Hong Kong June 2008 – May 2010: Managing Director (Head of Fixed Income Sales for China) of Standard Chartered Hong Kong June 2005 – June 2008: Managing Director (Head of Derivative Sales for China) of Bear Stearns Asia Ltd	2017 – Present: Jiangsu University of Science and Technology, Part-Time Professor 2015 – 2018: National University of Singapore, Adjunct Professor at the Faculty of Engineering April 2016 and May 2017: Shantou University, guest professor December 2015: Chongqing University, guest professor 2011 – 2015: National University of Singapore, Deputy Director, Institute for Engineering Leadership 2008 – 2011: National University of Singapore, Head of Department of Mechanical Engineering 2005 – 2015: Singapore Institute of Aerospace Engineers (SIAE), Chairman of the Board of Examiners 1997 – 2015: Journal of Fluids and Structures, Associate Editor 2003 – 2009 and 2016 – 2017: The Engineering Accreditation Board Member

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
Shareholding interest in the Company and its subsidiaries	Mr Cheung indirectly holds 2.40% of Best Feast Limited, which holds 91,171,293 shares (representing 27.96% of the total issued share capital) in Sapphire Corporation Limited. Mr Cheung also own 2.0% and 0.4% direct interest in Chengdu Kai Qi Rui Business Management Co., Ltd and Ranken Railway Construction Group Co., Ltd, (subsidiaries of the Group) respectively.	No	No
Any relationship (including immediate family member relationships) with any existing director, existing executive officer, the Company and/or substantial shareholder of the Company or any of its principal subsidiaries	NIL	NIL	NIL
Conflict of Interest (including any competing business)	NIL	NIL	NIL
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) submitted to the Company?	Yes	Yes	Yes
Other Principal Commitments including Directorships			
Current directorships	Executive Director of Ranken Railway Construction Group Co., Ltd Executive Director of Chengdu Kai Qi Rui Business Management Co., Ltd	Beijing Nufont Ltd, Director Fascinating HK Ltd, Director, Chairman	Fatt Sim Sdn. Bhd
Past directorships (in the last 5 years)	Executive Director of Best Feast Limited	Sinolink international Finance HK Ltd, Director Sinolink Financial Leasing (Shanghai) Ltd, Director	NIL

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
General Statutory Declaration of Directors			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No

APPENDIX A

KEY INFORMATION OF DIRECTORS TO BE RE-ELECTED

Key Information	Name of Director		
	Cheung Wai Suen	Duan Yang, Julien	Chew Yong Tian
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No
Prior Experience as a Director of a Listed Company on the Exchange			
Any prior experience as a director of an issuer listed on the Exchange?	Not applicable. This is a re-election of a director	Not applicable. This is a re-election of a director	Not applicable. This is a re-election of a director
Attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange?	Not applicable. This is a re-election of a director	Not applicable. This is a re-election of a director	Not applicable. This is a re-election of a director
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. This is a re-election of a director	Not applicable. This is a re-election of a director	Not applicable. This is a re-election of a director

SAPPHIRE CORPORATION LIMITED

盛世企业有限公司

Company Registration No. 198502465W

IMPORTANT:

1. Pursuant to Section 181(1C) of the Companies Act, Chapter 50 (the "Act"), Relevant Intermediaries may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For investors who have used their CPF monies to buy shares in the Company ("CPF Investors"), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies or the appointment of their Agent Banks as proxies for the Annual General Meeting.

PERSONAL DATA PROTECTION ACT CONSENT

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms and set out in the Notice of Annual General Meeting dated 15 April 2019.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____ (name)
of _____ (address)
being a member/members of **Sapphire Corporation Limited** (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing which, the Chairman of the meeting as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at 10 Anson Road #28-15, International Plaza, Singapore 079903 on Tuesday, 30 April 2019 at 09.30 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

No.	Ordinary Resolutions relating to:	Number of Votes For*	Number of Votes Against*
1.	To receive and adopt the Directors' Statement and Audited Financial Statements, and Report of the Auditors thereon, for the financial year ended 31 December 2018		
2.	To approve the payment of Directors' fees for the financial year ending 31 December 2019		
3.	To re-elect Mr Cheung Wai Suen Director of the Company		
4.	To re-elect Mr Duan Yang, Julien as Director of the Company		
5.	To re-elect Professor Chew Yong Tian as Director of the Company		
6.	To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration		
7.	To authorise the Directors to allot and issue new shares		
8.	To authorise the Directors to grant awards and issue shares under the Sapphire Share Award Scheme		

* If you wish to exercise your entire votes "For" or "Against", please mark an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2019

Total Number of Shares Held

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder



NOTES:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the “**Act**”), a member is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting (“**AGM**”). Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. A proxy need not be a member of the Company.
4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The instrument appointing a proxy or proxies must be deposited at the Company’s Share Registrar’s office at **80 Robinson Road #11-02, Singapore 068898**, not less than **72 hours** before the time set for the AGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney 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. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
9. Investors who have used their CPF monies (“**CPF Investors**”) to buy shares in the Company may attend and cast their vote at the meeting in person. CPF Investors who are unable to attend the meeting but would like to vote, may inform CPF Approved Nominees to appoint the Chairman of the meeting to act as their proxy, in which case, the CPF Investor shall be precluded from attending the meeting.

GENERAL:

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the AGM.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any AGM 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.

REQUEST FORM

To: SAPPHIRE CORPORATION LIMITED

Please send me/us the physical copy of the Annual Report 2018.

Name(s) of Shareholder(s): _____

NRIC/Passport Number(s): _____

Company Registration Number: _____

Mailing Address:

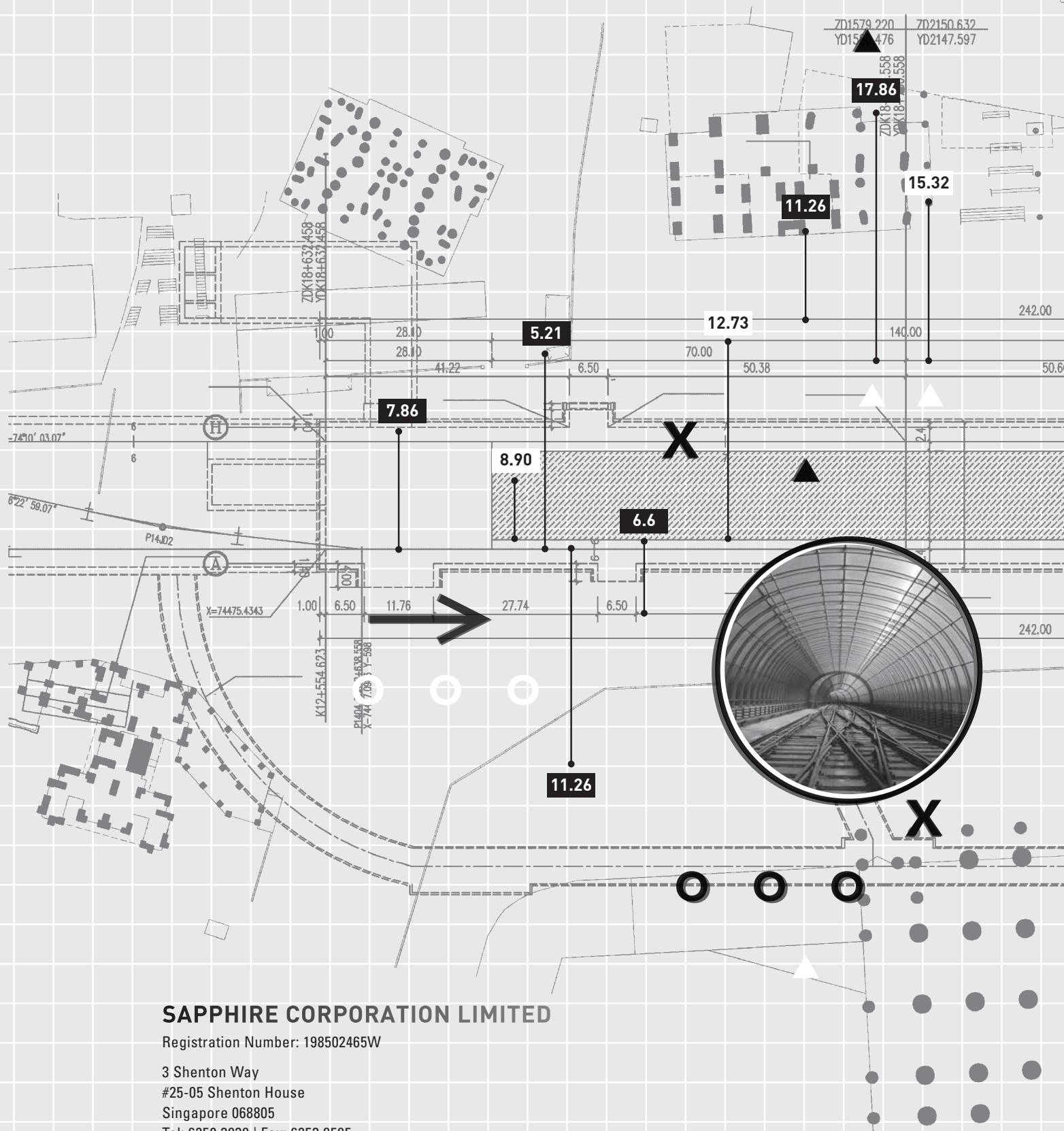
Signature(s): _____

Date: _____



Affix
Postage
Stamp

SAPPHIRE CORPORATION LIMITED
c/o Tricor Barbinder Share Registration Services
(a division of Tricor Singapore Pte. Ltd.)
80 Robinson Road #11-02
Singapore 068898



SAPPHIRE CORPORATION LIMITED

Registration Number: 198502465W

3 Shenton Way

#25-05 Shenton House

Singapore 068805

Tel: 6250 3838 | Fax: 6253 8585

www.sapphirecorp.com.sg

email: info@sapphirecorp.com.sg