



LEE KIM TAH HOLDINGS LIMITED

(INCORPORATED IN SINGAPORE)

Company No. 198200554E

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 32nd Annual General Meeting of LEE KIM TAH HOLDINGS LIMITED will be held at the Registered Office, 20 Jalan Afifi #07-01 Certis CISCO Centre II, Singapore 409179 on Friday, 25 April 2014 at 12 noon for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and Accounts of the Company for the year ended 31 December 2013 and the Auditors' Report thereon.
2. To declare a First and Final One-Tier Tax Exempt Dividend of 2.0 cents per ordinary share in respect of the financial year ended 31 December 2013.
3. To re-elect Mr. R. Athappan, the Director retiring by rotation under Article 86 of the Company's Articles of Association.
4. To pass a resolution pursuant to Section 153(6) of the Companies Act, Cap. 50 to appoint Mr. Lee Soon Teck as a Director of the Company to hold office until the next annual general meeting of the Company.
5. To pass a resolution pursuant to Section 153(6) of the Companies Act, Cap. 50 to appoint Prof. Lee Seng Lip as a Director of the Company to hold office until the next annual general meeting of the Company.
6. To pass a resolution pursuant to Section 153(6) of the Companies Act, Cap. 50 to appoint Mr. Lee Choi Seng as a Director of the Company to hold office until the next annual general meeting of the Company.
7. To approve directors' fees of S\$310,000 for the year ended 31 December 2013 (2012: S\$310,000).
8. To re-appoint PricewaterhouseCoopers LLP as Auditors and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS:

9. To approve the issue of up to 10% of the total number of issued shares pursuant to Section 161 of the Companies Act, Chapter 50.

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to issue shares or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) or to grant any offers, agreements or options which would or might require securities to be issued, allotted or disposed of 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 provided that:-

- i. the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 10 per cent (10%) of the total number of issued shares, excluding treasury shares, in the capital of the Company [as calculated in accordance with sub-paragraph (ii) below];
 - ii. (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) 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 this Resolution is passed, after adjusting for: -
 - a. new shares arising from the conversion or exercise of any convertible securities;
 - b. new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - c. any subsequent consolidation or subdivision of shares;
 - iii. 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 being in force unless such compliance has been waived by the SGX-ST and the Articles of Association for the time being of the Company; and
 - iv. unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution 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 of the Company is required by law to be held, whichever is the earlier."
10. To transact any other business that can be transacted at an annual general meeting.

By Order of the Board

Lim Hock Beng
Company Secretary

10 April 2014

Notes:

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Company's Registered Office at 20 Jalan Afifi #07-01, Certis CISCO Centre II, Singapore 409179, not less than 48 hours before the time for holding of the meeting.

Explanatory Notes on Ordinary Resolutions:

- (i) Mr. R. Athappan is an Independent Director. If re-elected, he will remain as Chairman of the Remuneration Committee, member of the Audit Committee and Nominating Committee.
- (ii) Mr. Lee Soon Teck is the Executive Chairman of the Company. If re-appointed, he will remain as member of the Nominating Committee.
- (iii) Prof. Lee Seng Lip is an Independent Director. If re-appointed, he will remain as Chairman of the Nominating Committee, member of the Audit Committee and Remuneration Committee.
- (iv) Mr. Lee Choi Seng is an Executive Director of the Company.
- (v) The Audit Committee has recommended that PricewaterhouseCoopers LLP be re-appointed as Auditors.

Explanatory Notes on Special Business to be transacted: -

The proposed Ordinary Resolution no. 9 if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue new shares in the Company (whether by way of rights, bonus or otherwise). The number of shares which the Directors may issue under this Resolution shall not exceed 10% of the total number of issued shares excluding treasury shares in the capital of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this notice, the issued share capital of the Company comprised 505,442,835 ordinary shares. Subject to the passing of Ordinary Resolution no. 9 and on the basis that no further shares are issued after the date of this notice and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 50,544,283 ordinary shares.