



## TSH Corporation Limited

Company Registration No. 200003865N  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of TSH Corporation Limited (the "Company") will be held at 62 Burn Road #06-01 TSH Centre Singapore 369976 on Thursday, 30 April 2015 at 10.30 a.m. to transact the following businesses:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Directors' Report and the Auditors' Report thereon. (Resolution 1)
2. To approve Directors' Fees of \$5,99,178 for the financial year ended 31 December 2014 (2013: \$5100,000/-). (Resolution 2)
3. To re-elect Mr Wong Weng Foo John who is retiring in accordance with Article 107 of the Company's Articles of Association. (See Explanatory Note 1) (Resolution 3)
4. To re-appoint Messrs Ernst & Young LLP, Certified Public Accountants, as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)
5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

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

##### 6. Authority to issue shares

- "That, pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the "Act") and Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), ("Rules of Catalist"), 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 ("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 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 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 to be issued (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the Company's total number of issued Shares (excluding treasury shares) (as calculated 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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below).
- (2) (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 (1) above, the percentage of the total number of issued Shares (excluding treasury shares) is based on the Company's total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of convertible securities outstanding or subsisting at the time this Resolution is passed;
  - (ii) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be), were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act, and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in 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." (See Explanatory Note 2)

(Resolution 5)

#### BY ORDER OF THE BOARD

Chan Lai Yin  
Company Secretary  
Singapore, 15 April 2015

#### Following are explanatory notes to the Notice of the AGM

1. Mr Wong Weng Foo John, if re-elected, will remain as Chairman of the Audit and Remuneration Committees and member of the Nominating Committee. Mr Wong Weng Foo John will be considered independent for the purpose of Rule 704(7) of the Rules of Catalist.
2. The Ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting until the date of the next Annual General Meeting, to allot and issue Shares and/or Instruments in the Company. The aggregate number of Shares (including any Shares issued pursuant to Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed one hundred per cent. (100%) of the Company's total number of issued Shares (excluding treasury shares). For issues of Shares other than on a pro-rata basis to all shareholders, the aggregate number of Shares to be issued shall not exceed fifty per cent. (50%) of Company's total number of issued Shares (excluding treasury shares). This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any Instruments made or granted under this authority.

#### Notes: -

- (i) A proxy need not be a member of the Company.
- (ii) A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
- (iii) Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (iv) A depositor's name must appear on the Depository Register not less than 48 hours before the time appointed for holding the meeting.
- (v) The instrument appointing a proxy must be deposited at the registered office of the Company at 62 Burn Road #06-01 TSH Centre Singapore 369976 not less than 48 hours before the time appointed for holding the meeting.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited ("Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this Notice.

This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Mr Ong Hwee Li, telephone: (65) 6532 3829, SAC Capital Private Limited at 1 Robinson Road, #21-02 AIA Tower Singapore 048542.