



## DYNAMIC COLOURS LIMITED

Company Registration Number 199304233Z  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Dynamic Colours Limited (the "Company") will be held at Octagon, Golf Clubhouse at Level 1, Orchard Country Club, 1 Orchard Club Road, Singapore 769162 on Thursday, 30 April 2015 at 10.00 a.m. for the following purposes:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final tax exempt (one-tier) dividend of 1.5 Singapore cents per ordinary share for the year ended 31 December 2014. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 103 of the Company's Articles of Association:-  
Mdm Goh Seok Eng [See Explanatory Note (i)] **(Resolution 3)**  
Mr Tan Lye Huat [See Explanatory Note (ii)] **(Resolution 4)**
- To approve the payment of Directors' fees of S\$192,000 for the year ending 31 December 2015, to be paid quarterly in arrears.  
[See Explanatory Note (iii)] **(Resolution 5)**
- To appoint BDO LLP as Auditors of the Company in place of KPMG LLP, and to authorise the Directors to fix their remuneration.  
[See Explanatory Note (iv)] **(Resolution 6)**
- 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, with or without modifications, the following resolutions as Ordinary Resolutions:

- Authority to allot and issue shares up to fifty per cent. (50%) of the total number of issued shares excluding treasury shares**  
"That, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual"), authority be and is hereby given to the Directors to:-  
(a) allot and issue shares in the Company; and  
(b) issue convertible securities and any shares in the Company pursuant to convertible securities  
(whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of shares (including any shares to be issued pursuant to the convertible securities) in the Company to be issued pursuant to such authority shall not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed ten per cent. (10%) of the total number of issued shares excluding treasury shares. Unless revoked or varied by the Company in general meeting, such authority shall continue in full 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 earlier, except that the Directors shall be authorised to allot and issue new shares pursuant to the convertible securities notwithstanding that such authority has ceased.  
For the purposes of this Resolution and Rule 806(3) of the Listing Manual, 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;  
(ii) 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; and  
(iii) any subsequent bonus issue, consolidation or subdivision of shares."  
[See Explanatory Note (v)] **(Resolution 7)**
- Authority to grant options and issue shares under the Dynamic Colours Employee Share Option Scheme**  
"That, pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the Dynamic Colours Employee Share Option Scheme (the "Scheme") and to issue such shares as may be required to be issued pursuant to the exercise of the options granted under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding treasury shares of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, shall continue in full 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 earlier."  
[See Explanatory Note (vi)] **(Resolution 8)**

By Order of the Board

Chan Wan Mei  
Company Secretary  
Singapore, 15 April 2015

#### Explanatory Notes

- Ordinary Resolution 3 is to re-elect Mdm Goh Seok Eng who will be retiring by rotation under Article 103 of the Articles of Association and if she is re-elected, she will remain as Deputy Group Managing Director and Technical Director. Mdm Goh is considered a Non-Independent Director. Key information on Mdm Goh is found on page 10 of the Annual Report.
- Ordinary Resolution 4 is to re-elect Mr Tan Lye Huat who will be retiring by rotation under Article 103 of the Articles of Association and if he is re-elected, he will remain as Chairman of the Audit and Risk Committee and member of the Nominating and Remuneration Committees and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited and Guideline 2.3 of Principle 2 of the Code of Corporate Governance 2 May 2012. Key information on Mr Tan is found on page 11 of the Annual Report.
- Ordinary Resolution 5 is to seek approval for the payment of S\$192,000 to all Non-Executive Directors as Directors' Fees for the financial year ending 31 December 2015 (which is the same amount for the preceding financial year). The exact amount of director's fees received by each Director for the financial year ended 31 December 2014 is disclosed in full in the Annual Report.
- Please refer to Circular which sets out the reasons and rationale for the proposed change of auditors.
- The Ordinary Resolution 7, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares (as defined in Resolution 7) of the Company. For issues of shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed ten per cent. (10%) of the total number of issued shares excluding treasury shares (as defined in Resolution 7) 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 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 convertible securities issued under this authority.
- Ordinary Resolution 8, if passed, will empower the Directors of the Company, from the date of the passing of Ordinary Resolution 8 to the date of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is earlier, to allot and issue shares in the Company pursuant to the exercise of the options under the Dynamic Colours Employee Share Option Scheme of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares of the Company from time to time.

#### Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Company's registered office at 55A Yishun Industrial Park A, SL Building, Singapore 768729, not less than forty-eight (48) hours before the time for holding the Annual General Meeting.
- CPF investors who wish to attend the Annual General Meeting as Observers have to submit their requests through their respective Agent Banks so that their Agent Banks may register with the Company not less than forty-eight (48) hours before the time 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/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.