TAT HONG HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number 199105392H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tat Hong Holdings Ltd (the "**Company**") will be held at 11 Eunos Road 8, Lifelong Learning Institute, Level 2 Event Hall 2-2, Singapore 408601 on Thursday, 27 July 2017 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the year ended 31 March 2017 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring by rotation pursuant to Article 113 of the Company's Constitution and who, being eligible, offer themselves for re-election, as Directors of the Company:

   Mr Mak Lye Mun

   Mr Ng Sang Kuey Michael **(Resolution 2)**

   [See Explanatory Note (i)] **(Resolution 3)**

3. To re-appoint Mr Ng Chen Wei retiring pursuant to Article 117 of the Company's Constitution and who, being eligible, offers himself for re-appointment as a Director of the Company.
   [See Explanatory Note (ii)] **(Resolution 4)**

4. To approve the payment of Directors' fees of S$323,663 for the year ended 31 March 2017 (previous year: S$383,733).
   [See Explanatory Note (iii)] **(Resolution 5)**

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

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 the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to issue shares in the capital of the Company (excluding treasury shares and subsidiary holdings) pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST")**

   That pursuant to Section 161 of the Companies Act of Singapore and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

   (a) (i) issue shares in the capital of Company 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) options, warrants, debentures or other instruments convertible into shares in the capital of the Company,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company 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 of the Company while this Resolution was in force,

(the "**Share Issue Mandate**")

provided always 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 Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (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 Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) 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);

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under the sub-paragraphs above, the total number of issued shares (excluding treasury shares and subsidiary holdings) 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:

(i) new shares arising from the conversion or exercise of the Instruments or any convertible securities;

(ii) new shares arising from exercising share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments
[See Explanatory Note (iv)] **(Resolution 7)**

8. **Proposed Renewal of Shareholders' Mandate for Interested Person Transactions**

That:

(a) approval be and is hereby given for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual of the SGX-ST), or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions particulars of which are set out in the appendix to this Notice of Annual General Meeting to shareholders dated 3 July 2017 (the "**Appendix**"), with the Interested Persons as described in the Appendix, provided that such transactions are made on normal commercial terms in accordance with the guidelines and procedures for review and administration of Interested Person Transactions as described in the Appendix (the "**IPT Mandate**");

(b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;

(c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by SGX-ST from time to time; and

(d) the Directors of the Company be and are hereby authorised and empowered to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to the IPT Mandate and this Resolution.
[See Explanatory Note (v)] **(Resolution 8)**

9. **Proposed Renewal of Share Buyback Mandate**

That:

(a) for the purposes of Section 76C and 76E of the Companies Act, and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereafter defined) at such price(s) as may be determined by the Directors in the Company from time to time to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases ("**Market Purchases**"), transacted on the SGX-ST, and/or

(ii) off-market purchases ("**Off-Market Purchases**") if effected otherwise than on the SGX-ST in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual of the SGX-ST,

(the "**Share Buyback Mandate**");

(b) any share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held as treasury shares and dealt with in accordance with the Companies Act;

(c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and the expiring on the earlier of:

(i) the date on which the next Annual General Meeting of the Company is held or required to be held;

(ii) the date on which the share purchases are carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

(d) In this Ordinary Resolution:

"**Maximum Limit**" means 10% of the total number of shares (excluding treasury shares) in the capital of the Company as at the date of the passing of this Resolution;

"**Maximum Price**" in relation to a share in the capital of the Company to be purchased, means a purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

(i) in the case of a Market Purchase, 105% of the Average Closing Price of the shares in the capital of the Company; and

(ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price.

For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of a share in the capital of the Company over the last five Market Days, on which the transactions in the shares in the capital of the Company were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

"**date of making of the offer**" means the day on which the Company announce its intention to make an offer for the purchases of shares in the capital of the Company from shareholders, stating the purchase price (which shall not be more than the Maximum Prices calculated on the foregoing basis) for each share in the capital of the Company and the relevant terms of the equal access scheme effecting the Off-Market Purchase; and

(e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.
[See Explanatory Note (vi)] **(Resolution 9)**

By Order of the Board

Jennie Hong Chok Hane / Lim Kok Meng
Joint Company Secretaries

Singapore
3 July 2017

EXPLANATORY NOTES:

(i) Mr Mak Lye Mun will, upon re-election as a Director of the Company, remain as Chairman of the Share Option/Performance Shares Plan Committee and Risk Management Committee, a member of the Remuneration Committee and will be considered independent. Mr Mak's personal profile can be found on page 17 of the Annual Report 2017.

Mr Ng Sang Kuey Michael will, upon re-election, remain as an Executive Director of the Company. Mr Ng's personal profile can be found on page 18 of the Annual Report 2017.

(ii) Mr Ng Chen Wei will, upon re-appointment, remain as an Executive Director of the Company and a member of the Risk Management Committee. Mr Ng's profile can be found on page 18 of the Annual Report 2017.

(iii) The Company will disregard any votes cast on this resolution by Non-Executive Directors who are eligible to be paid fees. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person who is entitled to vote, in accordance with the discretions on the proxy form to vote as the proxy decides provided that the person entitled to vote excludes any Non-Executive Director who is eligible to be paid fees.

Ordinary Resolutions 7 – 9, if passed will take effect from the 27 July 2017 until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier.

(iv) Ordinary Resolution 7, 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 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 such persons as the Directors of the Company may in their absolute discretion deem fit.

The calculation of the aggregate number of shares that may be issued shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

(v) Ordinary Resolution 8, if passed, will allow the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Persons Transactions as defined in Chapter 9 of the Listing Manual of the SGX-ST. Please refer to the Appendix for details.

(vi) Ordinary Resolution 9, if passed, will authorise the Directors of the Company to acquire up to 10% of the total number of issued ordinary shares in the capital of the Company to be cancelled or held as treasury shares. Please refer to the Appendix for details.

NOTES:

1. A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act) entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.

2. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy 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 form of proxy.

3. A proxy need not be a member of the Company.

4. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer or attorney.

5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 82 Ubi Avenue 4 #05-01, Edward Boustead Centre, Singapore 408832 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

6. A depositor shall not be regarded as a member of a Company entitled to attend, speak and vote at the Annual General Meeting unless his name appears on the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289) seventy-two (72) hours before the time fixed for the Annual General Meeting.

PERSONAL PRIVACY PROTECTION

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak or 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 or service providers) for the purpose of processing, administration and analysis 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 or services providers) 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 his proxy(ies) and/or representative(s) to the Company (or its agents or services providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the members breach of warranty.