# SINO CONSTRUCTION LIMITED

中华建筑有限公司

(Incorporated in the Republic of Singapore)
(Company Registration No. 200613299H)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at RELC International Hotel, Tanglin 1, Level 1, 30 Orange Grove Road, Singapore 258352 on 30 May 2014, Friday at 3.00 p.m. to transact the following business:-

**Ordinary Business**

1 To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 31 December 2013 and the Auditors' Report thereon. **[Resolution 1]**

2 To re-elect Mr William Joseph Condon, who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company. **[Resolution 2]**

3 To re-elect Mr Chee Tet Choy Andy, who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company. **[Resolution 3]**

4 To re-elect Mr Chan Ying Wei, who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company.
**[See Explanatory note (a)]** **[Resolution 4]**

5 To re-elect Mr Chong Chee Meng Gerard, who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company.
**[See Explanatory note (b)]** **[Resolution 5]**

6 To re-elect Mr Rajesh Dilip Wadhwani, who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company.
**[See Explanatory note (c)]** **[Resolution 6]**

7 To approve the amount of S$90,000.00 as Directors' fees for the financial year ending 31 December 2014. [2013: S$168,000.00] **[Resolution 7]**

8 To re-appoint Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 8]**

9 To transact any other business that may be transacted at an Annual General Meeting.

**Special Business**

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

10 Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 (the "***Act***") and the listing rules of the Singapore Exchange Securities Trading Limited (the "***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 ("***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 or exchangeable 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 that 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:

(i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below); and

(ii) (subject to such manner of calculation and adjustments 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 calculated based on the total number of issued Shares excluding treasury shares 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 the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

(iii) in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;

(C) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the 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

(D) (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 (d)]** **[Resolution 9]**

By Order of the Board

Sharon Yeoh
Company Secretary

Singapore
15 May 2014

**Explanatory Notes:**

(a) Mr Chan Ying Wei, if re-elected, will remain as a member of the Company's Nominating Committee and Remuneration Committee and will also continue to be the Chairman of the Audit Committee. Mr Chan Ying Wei will be considered as an Independent Director of the Company.

(b) Mr Chong Chee Meng Gerard, if re-elected, will remain as a member of the Company's Audit Committee and Remuneration Committee and will also continue to be the Chairman of the Nominating Committee. Mr Chong Chee Meng Gerard will be considered as an Independent Director of the Company.

(c) Mr Rajesh Dilip Wadhwani, if re-elected, will remain as a member of the Company's Audit Committee and Nominating Committee and will also continue to be the Chairman of the Remuneration Committee. Mr Rajesh Dilip Wadhwani will be considered as an Independent Director of the Company.

(d) The ordinary resolution 9 set out in item 10 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, to issue shares and convertible securities in the Company up to an aggregate number not exceeding 50% of the total number of issued shares excluding treasury shares in the capital of the Company, of which the aggregate number issued other than on a pro rata basis to all existing shareholders of the Company shall not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company, as more particularly set out in the resolution.

Note:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy. The instrument appointing the proxy must be deposited at the registered office of the Company at 21 Merchant Road #04-01 Singapore 058267 not later than 48 hours before the time appointed for the Annual General Meeting.