# 800 SUPER HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 201108701K

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting ("**AGM**") of **800 Super Holdings Limited** (the "**Company**") will be held at 17A Senoko Way, Singapore 758056 on Friday, 24 October 2014 at 10.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts for the financial year ended 30 June 2014 together with the Directors' Report and Auditors' Report thereon. **Resolution 1**
2. To declare a tax-exempt one-tier Final Dividend of one (1) Singapore cent per ordinary share in the capital of the Company for the financial year ended 30 June 2014. **Resolution 2**
3. To approve the payment of Directors' Fees of S$121,000 for the financial year ending 30 June 2015, to be paid quarterly in arrears. **Resolution 3**
4. To re-elect Mr Chan Teck Ee Vincent who is retiring under Article 107 of the Articles of Association, as Director of the Company. **Resolution 4**
5. To re-elect Mr Lye Hoong Yip Raymond who is retiring under Article 107 of the Articles of Association, as Director of the Company.
   [See Explanatory Note (i)] **Resolution 5**
6. To re-appoint Messrs Nexia TS Public Accounting Corporation, as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. 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 (with or without amendments) as Ordinary Resolution:–

8. General mandate to allot and issue new shares in the capital of the Company.

   That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) 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 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 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 one hundred per cent (100%) of the total 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 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 total 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 percentage of 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 this Resolution is passed, after adjusting for:

   (aa) new Shares arising from the conversion or exercise of convertible securities;

   (bb) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and

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

   (iii) in exercising the authority conferred by this Resolution, the Company shall comply with 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

   (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.
   [See Explanatory Note (ii)] **Resolution 7**

**BY ORDER OF THE BOARD**

**ONG WEI JIN**
**COMPANY SECRETARY**
**9 October 2014**
**SINGAPORE**

**Explanatory Notes:**

(i) If re-elected under Resolution 5 set out in item 5 above, Mr Lye Hoong Yip Raymond will remain as the Chairman of the Remuneration Committee, a member of the Audit Committee and Nominating Committee. He will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.

(ii) Resolution 7 set out in item 8 above, if passed, will empower the Directors from the date of this AGM until 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 such authority is revoked or varied by the Company in a general meeting, whichever is earlier, to allot and issue Shares and/or convertible securities in the Company. The aggregate number of Shares and/or convertible securities which the Directors may allot and issue under this Resolution shall not exceed one hundred percent (100%) of the total number of issued Shares excluding treasury shares of which the aggregate number of Shares and/or convertible securities other than on a pro-rata basis to all shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued Shares excluding treasury shares.

**Notes:**

(i) A member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead.

(ii) Where a member appoints two proxies, he/she shall specify the percentage of his/her shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent one hundred percent (100%) of his/her shareholding and the second named proxy shall be deemed to be an alternate to the first named.

(iii) A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

(iv) The instrument appointing a proxy must be deposited at the office of the Company's share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898 at least 48 hours before the time of the AGM.

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