

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of CosmoSteel Holdings Limited (the "Company") will be held at Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Thursday, 28 January 2016 at 2.00 p.m. to transact the following business:-

ORDINARY BUSINESS

AS ORDINARY RESOLUTIONS

1. To receive and adopt the Directors' Report, the Auditors' Report and the Audited Financial Statements of the Company for the financial year ended 30 September 2015. **(Resolution 1)**
2. To declare a final dividend of 0.50 Singapore cent per ordinary share for the financial year ended 30 September 2015. **(Resolution 2)**
3. To approve the payment of S\$18,000 as additional Directors' fees for the financial year ended 30 September 2015. **(Resolution 3)**
4. To approve the payment of S\$285,000 as Directors' fees for the financial year ending 30 September 2016. **(Resolution 4)**
5. To re-elect Mr Ong Tong Yang, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 5)**
6. To re-elect Mr Ong Tong Hai, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 6)**
7. To re-appoint Mr Jovenal R. Santiago, the Director who was previously reappointed to hold office until the Tenth Annual General Meeting of the Company pursuant to then Section 153(6) of the Companies Act (Cap 50.). **(Resolution 7)**
8. To re-elect Mr Hiroshi Ebihara, the Director retiring by rotation pursuant to Article 81 of the Articles of Association of the Company. **(Resolution 8)**
9. To re-elect Mr Seiji Usui, the Director retiring by rotation pursuant to Article 81 of the Articles of Association of the Company. **(Resolution 9)**
10. To re-appoint RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 10)**

SPECIAL BUSINESS

AS ORDINARY RESOLUTIONS

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

11. Authority to issue and allot shares pursuant to Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company (the "Share Issue Mandate") to:

- (A) (i) 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, convertible securities or other instruments convertible into Shares; and/or
- (iii) notwithstanding that such authority conferred by this Resolution may have ceased to be in force at the time the Instruments are to be issued, issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or other capitalisation issues, 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) issue Shares in pursuance of any Instrument made or granted by the Directors pursuant to (A)(i) and/or (A)(ii) above, notwithstanding that such authority may have ceased to be in force at the time the Shares are to be issued, 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 fifty per cent. (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 shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (II) below);
 - (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 issued Shares shall be based on the Company's 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 any convertible securities;
 - (b) new Shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (III) in exercising such authority, 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 Articles of Association for the time being of the Company; and
 - (IV) unless revoked or varied by the Company in general meeting by ordinary resolution, 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, or the expiration of such other period as may be prescribed by the Companies Act, Chapter 50, and every other legislation for the time being in force concerning companies and affecting the Company, whichever is the earliest. **(Resolution 11)**

12. Authority to issue and allot shares pursuant to CosmoSteel Employee Share Option Scheme

That authority be and is hereby given to the Directors of the Company to offer and grant share options in accordance with the provisions of the CosmoSteel Employee Share Option Scheme approved by shareholders in general meeting held on 28 March 2007 (the "Scheme") and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the share options under the Scheme (notwithstanding that such allotment and issue may occur after the conclusion of the next or any ensuing Annual General Meeting of the Company). **(Resolution 12)**

13. Renewal of IPT Mandate

That:

- (a) authority be and is hereby given for the Company, its subsidiaries and associated companies (if any) which fall within the definition of "entities at risk" under Chapter 9 of the Listing Manual of the SGX-ST or any of them to enter into any transaction falling within the categories of interested person transactions set out in the Addendum, with any party who is of the class or classes of interested persons described in the Addendum, provided that such transaction is made on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders, and is entered into in accordance with the review procedures for interested person transactions as set out in the Addendum (such shareholders' general mandate hereinafter called the "IPT Mandate");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or 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 the SGX-ST from time to time; and
- (d) the directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to these resolutions and the IPT Mandate, with such modifications thereto (if any) as they or he may think fit in the interests of the Company. **(Resolution 13)**

14. To transact any other ordinary business of an Annual General Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 1 March 2016 for determining the shareholders' entitlements to the proposed final dividends. Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 29 February 2016 will be registered to determine shareholders' entitlements to the proposed final dividends. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 29 February 2016 will be entitled to the dividends.

The proposed final dividends, if approved by shareholders at the Annual General Meeting of the Company, will be paid on 11 March 2016.

BY ORDER OF THE BOARD

Lee Pih Peng
Company Secretary
13 January 2016
Singapore

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES TO BE TRANSACTED:-

Ordinary Business

- (i) Ordinary Resolution 3, if passed, will allow the Company to pay additional Directors' fees to Directors in respect of the financial year ended 30 September 2015 in relation to additional meetings during the course of the financial year ended 30 September 2015 and arising from the change in the composition of the Directors and reconstitution of the Board committees resulting therefrom. This amount is in excess of the Directors' fees (S\$290,000) in respect of FY2015, which was approved at the last annual general meeting of the Company.
- (ii) Ordinary Resolution 4, if passed, will allow the Company to pay Directors' fees to Directors (on a quarterly basis in arrears) as services are rendered by Directors during the course of the financial year ending 30 September 2016. This will facilitate Directors' compensation for services rendered in a timely manner. In the event of unforeseen circumstances, such as the appointment of an additional Director, additional unscheduled Board meetings and the formation of additional Board Committees, resulting in the amount proposed being insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.
- (iii) Ordinary Resolution 5, if passed, will re-appoint Mr Ong Tong Yang as Director of the Company. Mr Ong Tong Yang is an Executive Director of the Company.
- (iv) Ordinary Resolution 6, if passed, will re-appoint Mr Ong Tong Hai as Director of the Company. Mr Ong Tong Hai is an Executive Director of the Company.
- (v) Ordinary Resolution 7, if passed, will re-appoint Mr Jovenal R. Santiago as Director of the Company. As Mr Jovenal R. Santiago was re-appointed to hold office until the Tenth Annual General Meeting of the Company pursuant to the then Section 153(6) of the Companies Act (Cap. 50), the re-appointment of Mr Jovenal R. Santiago is proposed although he will not be subject to subsequent annual re-appointments with the repeal of Section 153 with effect from [3 January 2016]. Mr Jovenal R. Santiago will, upon the re-appointment, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee.
- (vi) Ordinary Resolution 8, if passed, will re-appoint Mr Hiroshi Ebihara, who was appointed as Director during the course of the financial year ended 30 September 2015. Mr. Hiroshi Ebihara will, upon the re-appointment, remain as a member of the Nominating Committee and the Remuneration Committee.
- (vii) Ordinary Resolution 9, if passed, will re-appoint Mr Seiji Usui, who was appointed as Director during the course of the financial year ended 30 September 2015. Mr Seiji Usui is an Executive Director of the Company.

Special Business

- (viii) Ordinary Resolution 11, if passed, will empower the Directors of the Company to, from the date of the above Annual General Meeting of the Company until 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 the expiration of such other period as may be prescribed by the Companies Act, Chapter 50, and every other legislation for the time being in force concerning companies and affecting the Company, whichever is the earliest, allot and issue Shares, to make or grant Instruments, and to issue Shares in pursuance of such Instruments for such purposes as they consider in the interests of the Company.

The aggregate number of Shares that the Directors may allot and issue under this Resolution (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares), of which the aggregate number of Shares to be issued other than on a pro rata basis shall not exceed twenty per cent. (20%) of the total number of issued Shares (including treasury shares) (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution), to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued 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:

- (1) new Shares arising from the conversion or exercise of any convertible securities;
- (2) new Shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
- (3) any subsequent bonus issue, consolidation or sub-division of Shares.

- (ix) Ordinary Resolution 12, if passed, will empower the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the share options under the Scheme, notwithstanding that such allotment and issue may occur after the conclusion of the next or any ensuing Annual General Meeting of the Company.

This authority is in addition to the general authority to issue Shares sought under Resolution 11.

- (x) Ordinary Resolution 13, if passed, will renew the IPT Mandate first given by the Shareholders at the Company's extraordinary general meeting held on 3 March 2015 ("EGM") to allow the Company, and its subsidiaries and associated companies or any of them to enter into interested person transactions with certain classes of interested persons (details of which are set out in the Addendum to Shareholders in relation to the proposed renewal of the IPT Mandate dated 13 January 2016).

The Company's Audit Committee has confirmed (pursuant to Rule 920(1) of the Listing Manual of the SGX-ST) that the methods or review procedures set out in the Addendum for determining the transaction prices in respect of the interested person transactions have not changed since the Shareholders' approval at the EGM.

Note:-

A member of the Company (a "Member") entitled to attend and vote at the Annual General Meeting of the Company ("AGM") is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a Member. The instrument appointing the proxy must be deposited at the registered office of the Company at 50 Raffles Place, #06-00, Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time set for holding the AGM.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.