



東方集團  
ORIENTAL GROUP

## ORIENTAL GROUP LTD.

(Company Registration Number 200401998C)  
(Incorporated in the Republic of Singapore on 23 February 2004)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **Oriental Group Ltd** will be held at Sands Expo & Convention Centre, Level 4, Orchard Junior 4212, 10 Bayfront Avenue, Singapore 018956 on Monday, 28th day of April 2014 at 2.30 p.m. for the following purposes:—

#### AS ORDINARY BUSINESS

- To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 December 2013 together with the Directors' Report and Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a tax-exempt one-tier First and Final Dividend of zero point one five (0.15) Singapore cent per ordinary share in the capital of the Company for the financial year ended 31 December 2013. **(Resolution 2)**
- To re-elect the following Directors pursuant to Article 91 of the Company's Articles of Association:
 

Mr Chua Hung Meng	(Retiring under Article 91)	<b>(Resolution 3)</b>
Mr Koh Choon Kong	(Retiring under Article 91)	<b>(Resolution 4)</b>
Mr Sun Lu	(Retiring under Article 91)	<b>(Resolution 5)</b>

*Mr Chua Hung Meng will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nominating Committee and will be considered Independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst. Mr Chua Hung Meng will also be the Lead Independent Director. Save as disclosed herein, Mr Chua does not have any relationship including immediate family relationship with the Directors, the Company or its 10% shareholders (as defined in the Code of Corporate Governance 2012 (the "Code"). The detailed information of Mr Chua can be found under the section entitled 'Corporate Governance Report' in page 19 of the Annual Report.*

*Mr Koh Choon Kong, will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of each of the Nominating Committee and the Audit Committee and will be considered Independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst. Save as disclosed herein, Mr Koh does not have any relationship including immediate family relationship with the Directors, the Company or its 10% shareholders (as defined in the Code). The detailed information of Mr Koh can be found under the section entitled 'Corporate Governance Report' in page 19 of the Annual Report.*

*Mr Sun Lu, will, upon re-election as a Director of the Company, remain as the Executive Directors of the Company. Mr Sun Lu is son-in-law of Mr Wu Dingrong, who is the Non-Executive Chairman and substantial shareholder of the Company. Save as disclosed herein, Mr Sun does not have any relationship including immediate family relationship with the Directors, the Company or its 10% shareholders (as defined in the Code). The detailed information of Mr Sun can be found under the section entitled 'Corporate Governance Report' in page 19 of the Annual Report.*
- To approve an increase in Directors' fees of S\$15,000 in aggregate to the Independent Directors of the Company for the financial year ended 31 December 2013. [See Explanatory Note (i)] **(Resolution 6)**
- To approve the payment of Directors' fees of S\$40,000 to the Company's Non-Executive Director Mr Ong Wee Chuan (2012: Nil) for the financial year ended 31 December 2013. [See Explanatory Note (ii)] **(Resolution 7)**
- To re-appoint Messrs KPMG LLP as the Company's Independent Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- 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:—

- 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 Catalyst of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Rules of Catalyst"), authority be and is hereby given to the Directors of the Company to:—
  - (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
- (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:
  - 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
  - (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 of this Resolution is passed, after adjusting for:
    - new Shares arising from the conversion or exercise of convertible securities;
    - 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, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
    - any subsequent bonus issue, consolidation or subdivision of Shares;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalyst 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
  - (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 (iii)]

**(Resolution 9)**

#### BY ORDER OF THE BOARD

ONG WEI JIN  
Company Secretary  
Singapore  
10 April 2014

#### Explanatory Notes:—

- The Directors' fees to the Company's Independent Directors approved by shareholders at the last AGM of the Company held on 30 April 2013 for the financial year ended 31 December 2013 is S\$115,000. In view of the increase in responsibilities on the Group's Non-Executive Directors arising from the Group's various expansion activities in the financial year ended 31 December 2013 and their contributions, the RC has recommended to the Board Directors' fees to the Independent Directors for the financial year ended 31 December 2013 be increased by S\$ 15,000 payable as follows:  
Mr Chua Hung Meng - S\$5,000  
Mr Tan Song Kwang - S\$5,000  
Mr Koh Choon Kong - S\$5,000
- Mr Ong Wee Chuan was not paid any director's fees for the financial year ended 31 December 2012. In view of the increase in responsibilities on the Group's Non-Executive Directors arising from the Group's various expansion activities in the financial year ended 31 December 2013 and their contributions, the RC has recommended to the Board Directors fees to Non-Executive and Non Independent Director Mr Ong Wee Chuan for the financial year ended 31 December 2013 as follows:  
Mr Ong Wee Chuan - S\$40,000
- The Resolution 9 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 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 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 issued Shares excluding treasury shares.

#### Notes:—

- 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 stead.
- Where a member appoints two proxies, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- 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.
- The instrument appointing a proxy must be deposited at the office of the Company's share registrar, Tricor Barbinder Share Registration Service at 80 Robinson Road, #02-00, Singapore 068898 at least forty-eight (48) hours before the time of the AGM.

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 10 April 2014 issued by Oriental Group Ltd. (the "**Circular**").

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Oriental Group Ltd. (the "**Company**") will be held at Sands Expo & Convention Centre, Level 4, Orchard Junior 4212, 10 Bayfront Avenue, Singapore 018956 on 28 April 2014 at 3.30 pm for the purpose of considering and, if thought fit, passing with or without any amendments, the following ordinary resolution:

#### ORDINARY RESOLUTION

##### THE PROPOSED RENEWAL OF THE IPT MANDATE

That:—

- approval be and is hereby given, for the purposes of Chapter 9 of the Catalyst Rules of the SGX-ST, for the Entities at Risk (as described in Section 2 of the Circular), or any of them, to enter into any of the transactions falling within the types of Recurrent IPTs set out in Section 2 of the Circular with the Interested Person (as described in Section 2 of the Circular), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and or its minority Shareholders and are in accordance with the guidelines and review procedures for such Recurrent IPTs;
- approval be and is hereby given, for the purposes of Chapter 9 of the Catalyst Rules of the SGX-ST, for the Group to continue the implementation of the Offtake Agreement with Jiangyin Jincheng;
- the approval given in paragraphs (a) and (b) above shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company;
- 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 to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalyst Rules which may be prescribed by the SGX-ST from time to time;
- the Directors or any one of them be and are hereby authorised to complete and do all acts and things as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Ordinary Resolution (including but not limited to the execution of other ancillary documents, procurement of third party consents and making of amendments to the Recurrent IPTs) as they or he shall think fit and in the interests of the Company.

#### BY ORDER OF THE BOARD

ONG WEI JIN  
Company Secretary  
Singapore  
10 April 2014

#### Notes:—

- A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00 Singapore 068898 not less than forty eight (48) hours before the time appointed for the meeting.

The document has been prepared by the Company and reviewed by the Company's sponsor, CNP Compliance Pte. Ltd. ("Sponsor") for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this document, including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this document. This document has not been examined or approved by the SGX-ST. The sponsor and the SGX-ST assume no responsibility for the contents of this document including the correctness of any of the statements or opinions made in this document.

The contact person for the Sponsor is Mr Lance Tan at 36 Carpenter Street, Singapore 059915, telephone: (65) 6323 8383; email: ltan@cnplaw.com.