

Notice of Annual General Meeting

SIM LIAN GROUP LIMITED

Registration No. 200004760C

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of Sim Lian Group Limited (the “**Company**”) will be held at Jurong Country Club, Ficus 1, Level 2, 9 Science Centre Road, Singapore 609078 on Tuesday, 28 October 2014 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the financial year ended 30 June 2014 together with the Auditors’ Report thereon. (Resolution 1)

2. To declare a first and final tax exempt one-tier dividend of 4.6 cents per share for the financial year ended 30 June 2014. (Resolution 2)

3. To re-elect the following Directors retiring by rotation in accordance with the Articles of Association (“**Articles**”) of the Company and who, being eligible, offer themselves for re-election:

Mr. Kuik Ah Han (Article 89) (Resolution 3)

Ms. Kuik Sin Leng (Article 89) (Resolution 4)

Mr. Tan Hong Bak (Article 89) (Resolution 5)

Mr. Tan Hong Bak will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and as a member of the Nominating Committee and the Compensation & Remuneration Committee and will be considered independent for the purposes of the rules of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Listing Manual**”).

4. To approve the directors’ fees of S\$454,000 payable by the Company for the year ended 30 June 2014 (2013: S\$445,000). (Resolution 6)

5. To re-appoint Deloitte & Touche LLP and UHY Lee Seng Chan & Co as the Joint Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

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. Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual, the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in 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) options, warrants, debentures or other instruments convertible into Shares; at any time, upon such terms and conditions, 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,

provided 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) (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) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST") for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (bb) new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 (i)]

(Resolution 8)

8. Proposed Renewal of General Mandate for Interested Person Transactions

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9 of the Listing Manual) (the "**Sim Lian Group**") or any of them to enter into any of the transactions falling within the types of interested person transactions ("Interested Person Transactions"), particulars of which are set out in the Appendix in relation to the Proposed Renewal of the General Mandate for Interested Person Transactions dated 13 October 2014 (the "**Appendix**"), provided such Interested Person Transactions (as defined in the Appendix) are carried out (i) on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders; and (ii) in accordance with the guidelines and review procedures for such Interested Person Transactions set out in the Appendix (the "**IPT Mandate**");

Notice of Annual General Meeting

- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force 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, whichever is the earlier; and
- (c) the Directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he/she may consider expedient, necessary or appropriate in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

[See Explanatory Note (ii)]

(Resolution 9)

BY ORDER OF THE BOARD

Ang Lay Hua / Zalili Yunus
Joint Company Secretaries

Singapore, 13 October 2014

Explanatory Notes:

- (i) The Ordinary Resolution 8 proposed in item 7 above, 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 an amount not exceeding, in total, fifty per centum (50%) of the total number of issued Shares (excluding treasury shares), of which up to twenty per centum (20%) may be issued other than on a pro rata basis to existing shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be calculated based on the issued Shares (excluding treasury shares) at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any Instruments or any other 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 consolidation or subdivision of Shares.

- (ii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will renew the IPT Mandate first approved by the shareholders of the Company on 12 July 2007 to facilitate the Sim Lian Group to enter into Interested Person Transactions, particulars of which are set out in the Appendix. The IPT Mandate will, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the Company's next Annual General Meeting is required by law to be held, whichever is the earlier.

Notes:

1. The Chairman of the Annual General Meeting will be exercising his right under Article 59(A) of the Articles to demand a poll in respect of all resolutions to be put to the vote of members at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of a poll.
 2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
 3. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
 4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 205 Upper Bukit Timah Road #02-01 Singapore 588181 not less than 48 hours before the time appointed for holding the Annual General Meeting.
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