



ValueMax
GROUP

VALUEMAX GROUP LIMITED

Registration Number: 200307530N
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Singapore Recreation Club, Lounge 1883, level 1B Connaught Drive, Singapore 179682 on 28 April 2014 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2013 and Auditor's Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.88 cent per share for the financial year ended 31 December 2013. **(Resolution 2)**
- To approve the Directors' fees of \$86,667/- for the financial year ended 31 December 2013 (31 December 2012: NIL). **(Resolution 3)**
- To re-elect Ms Yeah Lee Ching who is retiring by rotation pursuant to Article 98 of the Company's Articles of Association, and wishes to seek re-election as a Director of the Company. **(Resolution 4)**
- To re-elect the following directors retiring pursuant to Article 102 of the Company's Articles of Association, and wishes to seek re-election as Directors of the Company:—
Mr Phua Tin How **(Resolution 5)**
Mr Yeah Chia Kai **(Resolution 6)**
Mr Lim Tong Lee **(Resolution 7)**
Mr Lim Hwee Hai **(Resolution 8)**
Messrs Phua Tin How, Lim Tong Lee and Lim Hwee Hai will, upon re-election as Directors of the Company, remain as members of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Messrs Phua Tin How, Lim Tong Lee and Lim Hwee Hai will also remain members of the Nominating and Remuneration Committees.
- To re-appoint Messrs Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 9)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

8. Authority to allot and issue shares

- "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, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always 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 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:

- new shares arising from the conversion or exercise of convertible securities,
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting 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 1)

(Resolution 10)

BY ORDER OF THE BOARD

Lotus Isabella Lim Mei Hua

Company Secretary

10 April 2014

Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 213 Bedok North Street 1, #01-121, Singapore 460213 not later than 48 hours before the time appointed for the Meeting.

Explanatory Notes:

- The ordinary resolution no. 10 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.