

NOTICE OF ANNUAL GENERAL MEETING

SIM LIAN GROUP LIMITED

Registration No. 200004760C

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Fifteenth 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, 27 October 2015 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt one-tier dividend of 7.28 cents per share for the financial year ended 30 June 2015. **(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 Sin Pin (Article 89) **(Resolution 3)**

Mr. Kuik Sing Beng (Article 89) **(Resolution 4)**

Mr. Robson Lee Teck Leng (Article 89) **(Resolution 5)**

Mr. Robson Lee Teck Leng will, upon his re-election, continue to serve as Chairman of the Compensation & Remuneration Committee and a member of the Audit Committee and the Nominating Committee. Mr. Lee is considered independent for the purposes of the rules of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Listing Manual**").

4. To re-appoint Dr. Sim Loo Lee as a Director of the Company pursuant to Section 153 of the Companies Act, Chapter 50 of Singapore. **(Resolution 6)**

Dr. Sim Loo Lee will, upon her re-election, continue to serve as Chairman of the Nominating Committee and a member of the Audit Committee and the Compensation & Remuneration Committee. Dr. Sim is considered independent for the purposes of the rules of the Listing Manual.

5. To approve the directors' fees of S\$469,000 payable by the Company for the financial year ended 30 June 2015 (2014: S\$454,000). **(Resolution 7)**
6. 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 8)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting ("**AGM**").

AS SPECIAL BUSINESS

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

8. Share Issue Mandate

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue ordinary 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) 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 to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent. 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 to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per cent. 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 this Resolution is passed, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of or any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (bb) 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, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (i)]

(Resolution 9)

9. 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 (the "**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 12 October 2015 (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**");

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- (b) the IPT Mandate shall unless revoked or varied by the Company in a general meeting, continue in force until the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held, whichever is 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 10)**

BY ORDER OF THE BOARD

Ang Lay Hua / Zalili Yunus
Joint Company Secretaries

Singapore, 12 October 2015

Explanatory Notes:

- (i) The Ordinary Resolution 9 proposed in item 8 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 a number not exceeding 50 per cent. of the total number of issued Shares (excluding treasury shares), of which up to 20 per cent. may be issued other than on a pro rata basis to 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 total number of issued Shares (excluding treasury shares) at the time this Ordinary Resolution 9 is passed after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 9 is passed and (b) any subsequent bonus issue, consolidation or subdivision of Shares.

- (ii) The Ordinary Resolution 10 proposed in item 9 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 AGM or the date by which the Company's next AGM is required by law to be held, whichever is earlier.

Notes:

1. All resolutions to be put to the vote of members at the AGM and at any adjournment thereof will be voted on by way of a poll.
2. A member entitled to attend and vote at the AGM 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 AGM.