



NH CERAMICS LTD.

(Company Registration Number: 199704544C)
(Incorporated in the Republic of Singapore on 2 July 1997)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at the Dalvey Room, The National University of Singapore Society (NUSS), Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 on Friday, 19 December 2014 at 10.30 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive and consider the audited accounts for the financial year ended 30 September 2014 and the reports of the Directors and Auditors thereon. **[Resolution 1]**
2. To approve the payment of Directors' Fees of S\$135,000/- for the financial year ended 30 September 2014. [Year 2013: S\$160,000/-]. **[Resolution 2]**
3. To re-elect Mr Lee Yong Miang who is retiring by rotation in accordance with Article 94 of the Company's Articles of Association as a Director of the Company. [See Explanatory Note (a)] **[Resolution 3]**
4. To re-appoint Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 4]**
5. To transact any other business which may properly be transacted at an annual general meeting.

SPECIAL BUSINESS

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

6. Authority to allot and issue shares in the capital of the Company

"That pursuant to Section 161 of the Companies Act, Chapter 50 ("the Act") and Rule 806 of the Listing Manual Section B: Rules of Catalyst ("Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 100 per cent. of the total number of issued shares, excluding treasury shares, in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50 per cent. of the total number of issued shares, excluding treasury shares, in the capital of the Company, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be based on 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 or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority 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 (b)] **[Resolution 5]**

7. Renewal of general mandate for Interested Person Transactions

"That:-

- (a) the approval be and is hereby given for the purpose of Chapter 9 of the Catalyst Rules, for the Company and its subsidiaries or any of them to enter into transactions with Expand Construction Pte. Ltd. (an interested person as defined in the Catalyst Rules) provided that such transactions are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company and any of its minority shareholders (the "Shareholders' Mandate").
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in 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.
- (c) the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this Resolution." [See Explanatory Note (c)] **[Resolution 6]**

BY ORDER OF THE BOARD

GOH HUA SHUEN, CHRISTINE
COMPANY SECRETARY

Singapore
Date: 4 December 2014

Notes:-

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

An instrument appointing a proxy must be deposited at the office of the Company's Share Registrar at 112 Robinson Road #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the AGM.

Explanatory Notes:-

- (a) Mr Lee Yong Miang, if re-elected as a Director of the Company, will remain as Executive Chairman of the Company and a member of the Nominating Committee and will not be considered as an independent director.

Mr Lee has an interest in 17.88% of the Company's issued share capital. Other information on Mr Lee can be found on page 9 of the Company's Annual Report FY2014. Save as disclosed in that section, there are no relationships including immediate family relationships between Mr Lee and the other Directors, the Company or its 10% shareholders.

- (b) The ordinary resolution set out in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to issue shares in the Company. The number of shares which the Directors may issue under this resolution would not exceed 100 per cent. of the total number of issued shares, excluding treasury shares, in the capital of the Company at the time this resolution is passed. For issues of shares other than on a pro-rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed 50 per cent. of the total number of issued shares, excluding treasury shares, in the capital of the Company at the time this resolution is passed.
- (c) The ordinary resolution set out in Item 7 above, if passed, renews the interested person transactions ("IPTs") Mandate authorising the Directors of the Company to enter into certain IPTs with persons who are considered "interested persons" (as defined in Chapter 9 of the Catalyst Rules). The Audit Committee of the Company has confirmed that the methods and review procedures for determining the IPTs terms have not changed since the Company's Annual General Meeting held on 27 January 2014 and that such methods and review procedures are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interest of the Company and/or its minority shareholders.
- (d) This notice and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road, #21-02 Singapore 068896, telephone (65) 6854 6150.