KIAN HO BEARINGS LTD

(Company Registration No. 197302030N)
(Incorporated in Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kian Ho Bearings Ltd ("the Company") will be held at 5 Changi South Street 3, Singapore 486117 on Monday, 28 April 2014 at 10am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt one-tier dividend of 0.2 Singapore cent per ordinary share for the year ended 31 December 2013 (2012: final dividend of 0.2 Singapore cent per ordinary share). **(Resolution 2)**
3. (a) To re-elect Mr Kwek Che Yong, the Director retiring pursuant to Article 89 of the Articles of Association of the Company.

   Mr Kwek Che Yong is an executive director and will upon re-election as a Director of the Company, remain as the Deputy Chairman of the Board. **(Resolution 3)**

   (b) To re-elect Mr Teh Geok Koon, the Director retiring pursuant to Article 88 of the Articles of Association of the Company.

   Mr Teh Geok Koon is an executive director cum Chief Operating Officer of the Company. **(Resolution 4)**

   (c) To re-elect Mr Tan Saik Hock, the Director retiring pursuant to Article 88 of the Articles of Association of the Company.

   Mr Tan Saik Hock is an independent director and will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee. **(Resolution 5)**
4. To approve the payment of Directors' Fees of S$145,001 for the year ended 31 December 2013 (2012: S$193,733/-). **(Resolution 6)**
5. To re-appoint Messrs Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company 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 Ordinary Resolution, with or without any modification:

7. **Authority to issue shares up to 50 per centum (50%) of the total number of issued shares in the capital of the Company**

   "THAT pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:–

   (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options or other instruments convertible into shares (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,

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, 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

   provided that:–

   (A) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 50 per cent (50%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 20 per cent (20%) of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (B) below);

   (B) (subject to such manner of calculation as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (A) above, the percentage of issued shares excluding treasury shares 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:–

   a. new shares arising from the conversion or exercise of any convertible securities, new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of the resolution approving this Resolution provided the options or awards were granted in compliance with requirements prescribed by SGX-ST; and

   b. any subsequent bonus issue, consolidation or subdivision of shares;

   (C) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) and the Articles of Association of the Company; and

   (D) 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] **(Resolution 8)**

By Order of the Board
Jennifer Lee Siew Jee
Secretary
Singapore, 11 April 2014

Explanatory Note to Resolution 8

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of the above Meeting to issue shares in the Company up to an amount not exceeding in total 50 per centum of the total number of issued shares in the capital of the Company with a sub-limit of 20% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 5 Changi South Street 3, Singapore 486117 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Kian Ho Bearings Ltd will be closed at 5.00 p.m. on 9 May 2014 for the preparation of Final Dividend entitlement and shall reopen on 12 May 2014.

Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 9 May 2014 will be registered to determine shareholders' entitlements to the said dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 9 May 2014 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the members at the AGM to be held on 28 April 2014, will be made on 21 May 2014.

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