

UNIVERSAL RESOURCE AND SERVICES LIMITED

(Incorporated in the Republic of Singapore)
(Company Reg. No. 200312303R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **UNIVERSAL RESOURCE AND SERVICES LIMITED** (the "Company") will be held on 29 April 2014, Tuesday at 9.00 a.m. at 168 Robinson Road, Capital Tower, 9th Floor, FTSE Room, Singapore 068912 for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
- To declare a final tax exempt (one-tier) dividend of 0.10 Singapore Cents per Ordinary Share for the financial year ended 31 December 2013. (Resolution 2)
- To note the retirement of Mr Feng Jian Gang, retiring pursuant to Article 91 of the Company's Articles of Association. **[Explanatory Note 1]**
- To re-elect Mr Chng Hock Huat being a Director who retires pursuant to Article 91 of the Company's Articles of Association. **[Explanatory Note 2]** (Resolution 3)
- To approve the payment of Directors' Fees of S\$200,000 for the financial year ending 31 December 2014. [2013: S\$200,000] **[Explanatory Note 3]** (Resolution 4)
- To re-appoint Foo Kon Tan Grant Thornton LLP as Auditors of the Company for the financial year ending 31 December 2014 and to authorise the Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS

To consider and, if deemed fit, to pass the following Ordinary Resolutions with or without modifications:-

7. SHARE ISSUE MANDATE

THAT pursuant to Section 161 of the Companies Act, Chapter 50 (the "Companies Act") and the listing rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to:-

- (a) issue and allot shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
 - (b) make or grant offers, agreements or options (collectively, "Instruments") that may or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares, 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;
- (notwithstanding that 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 while this Resolution was in force, provided that:-
- (a) 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 share capital of the Company (excluding treasury shares)(as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued share capital of the Company (excluding treasury shares)(as calculated in accordance with sub-paragraph (b) below);
 - (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of issued share capital shall be calculated based on the issued share capital of the Company (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:-
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, and provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - 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 rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being 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 (the "AGM") or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. **[Explanatory Note 4]** (Resolution 6)

8. AUTHORITY TO ISSUE AND ALLOT SHARES UNDER

(a) UNIVERSAL RESOURCE AND SERVICES PERFORMANCE SHARE PLAN

THAT the Directors of the Company be and are hereby authorized to offer, allot and issue or deliver from time to time such number of fully paid-up shares as may be required to be issued pursuant to the vesting of awards under the Universal Resource and Services Performance Share Plan (the "Plan") provided always that the aggregate number of shares to be issued pursuant to the Plan, when added to the number of shares issued and/or issuable under other share-based incentives schemes of the Company, shall not exceed fifteen per cent (15%) of the total issued share capital (excluding treasury shares) of the Company from time to time. **[Explanatory Note 5]** (Resolution 7A)

(b) UNIVERSAL RESOURCE AND SERVICES EMPLOYEE SHARE OPTION SCHEME

THAT the Directors of the Company be and are hereby authorized to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Universal Resource and Services Employee Share Option Scheme (the "Scheme") provided always that the aggregate number of shares to be issued pursuant to the Scheme, when added to the number of shares issued and/or issuable under other share-based incentives schemes of the Company shall not exceed fifteen per cent (15%) of the total issued share capital (excluding treasury shares) of the Company from time to time. **[Explanatory Note 5]** (Resolution 7B)

9. SHARE BUY-BACK MANDATE

- for the purposes of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - market purchases (each a "Market Purchase") transacted on the SGX-ST or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - the date on which the next AGM of the Company is held or required by law to be held;
 - the date on which the share buy-backs are carried out to the full extent mandated; or
 - the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;
- in this Resolution:

"Prescribed Limit" means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last AGM was held and required by law to be held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

"Maximum Price" in relation to a share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - in the case of a Market Purchase: 105% of the Average Closing Price;
 - in the case of an Off-Market Purchase: 120% of the Average Closing Price,where:

"Average Closing Price" means the average of the closing market prices of a share over the last five market days, on which transactions in the shares were recorded, preceding the day of the Market Purchase or the date on which the Company announces an Off-Market Purchase Offer stating the purchase price and the relevant terms of the equal access scheme, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period; and
- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such instruments as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. **[Explanatory Note 6]** (Resolution 8)

10. To transact any other business that may properly be transacted at an AGM.

By Order of the Board
Yap Wai Ming/Lean Min-Tze
Joint Company Secretaries
Singapore, 14 April 2014

Explanatory Notes:

- Mr Feng Jian Gang is due to retire as Director pursuant to Article 91 of the Articles of Association of the Company. Pursuant to Article 93(ii), Feng Jian Gang has given notice to the Company that he is not seeking re-election as Director of the Company.
- Resolution 3** – Mr Chng Hock Huat, if re-elected, will remain as Chairman of the Remuneration Committee, Member of the Audit Committee and the Nominating Committee of the Company. He is an Independent Director of the Company.
- Resolution 4** – This Resolution is to facilitate payment of Directors' fees during the financial year in which the fees are incurred. The aggregate amount of Directors' fees provided in the resolution is calculated on the assumption that all the present Directors will hold office for the whole of the financial year ending 31 December 2014 ("FY 2014"). Should any Director hold office for only part of FY 2014 and not the whole of FY 2014, the Director's fee payable to him/her will be appropriately pro-rated.
- Resolution 6** – This Resolution, if passed, will empower the Directors, effective until (i) the conclusion of the next AGM of the Company, or (ii) the date by which the next AGM of the Company is required by law to be held or (iii) the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of issued share capital of the Company (excluding treasury shares), of which up to 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 total number of issued shares will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares) at the time this Resolution is passed, after adjusting for:-
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 7, provided the options or awards were granted in compliance with Part VIII or Chapter 8 of the Listing Manual of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of shares.
- Resolutions (7A) & (7B)** – the aggregate number of shares to be issued under the Plan and the Scheme shall not exceed 15% of the total issued ordinary share capital (excluding treasury shares) of the Company from time to time.
- Resolution 8** – This Resolution, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, to repurchase ordinary shares of the Company by way of Market Purchases or Off-market Purchases up to 10% of the issued shares in the capital of the Company at the Maximum Price. The Details of the Share Buy-back Mandate are set out in greater details in the Appendix to this Notice of AGM to be circulated to shareholders.

Notes:

- A member of the Company entitled to attend and vote at the AGM of the Company is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the member must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholdings of his appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
- If the instrument appointing a proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he deems fit.
- If the instrument appointing a proxy is returned without the name of the proxy indicated, the instrument appointing a proxy shall be invalid.
- If the appointor is an individual, the instrument appointing a proxy shall be signed by the appointor or his attorney.
- If the appointor is a corporation, the instrument appointing a proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act (Chapter 50).
- The signature on the instrument appointing a proxy need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758 not less than 48 hours before the time appointed for holding of the Annual General Meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting, as certified by The Central Depository (Pte) Limited to the Company.