



LION ASIAPAC LIMITED

(Co. Reg. No. 196800586R)

(Incorporated in the Republic of Singapore)

NOTICE OF 44TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 44th Annual General Meeting of Lion Asiapac Limited (the “Company”) will be held at The Conference Room, 10 Arumugam Road #10-00 Lion Building A Singapore 409957 on Tuesday, 21 October 2014 at 11:00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts and Report of the Directors and Auditors of the Company for the year ended 30 June 2014.
2. To declare a first and final dividend of 0.1 cent per ordinary share (tax-exempt one-tier) for the year ended 30 June 2014.
3. To re-elect Mr Loh Kgai Mun, a Director retiring pursuant to Article 91 of the Company’s Articles of Association and who, being eligible, offers himself for re-election.

(Note: Mr Loh Kgai Mun, if re-elected, will be considered a non-independent Director.)

4. To re-elect Mr Cheng Theng How, a Director retiring pursuant to Article 91 of the Company’s Articles of Association and who, being eligible, offers himself for re-election.

(Note: Mr Cheng Theng How, if re-elected, will be considered a non-independent Director.)

5. To consider and, if thought fit, to pass the following resolutions under Section 153(6) of the Companies Act, Cap. 50:

- (a) “That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Othman Bin Wok be and is hereby re-elected as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.”

(Note: Mr Othman Bin Wok, if re-elected, will remain as Chairman of the Audit Committee, Nominating Committee and Remuneration Committee and will be considered an independent Director.)

- (b) “That pursuant to Section 153(6) of the Companies Act, Cap. 50, Tan Sri Cheng Heng Jem be and is hereby re-elected as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.”

(Note: Tan Sri Cheng Heng Jem, if re-elected, will be considered a non-independent Director.)

6. To approve the payment of S\$155,920 as Directors' fees for the year ended 30 June 2014 (2013: S\$160,000).

AS SPECIAL BUSINESS

7. General Mandate to Directors to Issue Shares and Convertible Securities

To consider and, if thought fit, to pass, with or without amendments, the following resolution as Ordinary Resolution:

"That pursuant to Section 161 of the Companies Act, Chapter 50 and Article 8(B) of the Company's Articles of Association, 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); 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) 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

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

Provided That:

- (1) the aggregate number of shares to be issued pursuant to such authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued shares excluding treasury shares in the capital of the Company for the time being (as determined 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 does not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company for the time being (as determined in accordance with sub-paragraph (2) below);
- (2) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares in the capital of the Company at the time that this Ordinary Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;

- (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time that this Ordinary Resolution is passed; and
- (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") for the time being in force (unless such compliance is waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless previously revoked or varied by the Company in general meeting) the authority conferred by this Ordinary Resolution to issue shares shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held (whichever is the earlier)."

8. **Proposed Renewal of, and Amendments to, the General Mandate for Interested Person Transactions**

To consider and, if thought fit, to pass, with or without amendments, the following resolution as Ordinary Resolution:

"That:

- (a) approval be and is hereby given for the renewal of, and amendments to, the shareholder's general mandate (which was last approved for renewal at the 43rd Annual General Meeting of the Company on 24 October 2013) for the Company, its subsidiaries and associated companies (collectively, the "Group") which fall within the definition of "entities at risk" under Chapter 9 of the listing manual of the SGX-ST (the "Listing Manual") or any of them to enter into the transactions falling within the categories of interested person transactions ("Interested Person Transactions") set out in Annex II to the Company's letter to shareholders dated 3 October 2014 (the "Letter"), with any party who is of the class or classes of interested persons described in Annex II to the Letter, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders, and are entered into in accordance with the review procedures for Interested Person Transactions as set out in Annex II to the Letter (such shareholders' general mandate, as amended, hereinafter called the "IPT Mandate");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held, whichever is the earlier;
- (c) the audit committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

- (d) the Directors and each of them be and are hereby authorised and empowered to complete and to do all such other acts and things as they may consider necessary, desirable or expedient in the interests of the Company in connection with or for the purposes of giving full effect to the IPT Mandate.”
9. To transact such other ordinary business as can be transacted at an Annual General Meeting of the Company.

NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT the Share Transfer Books and Register of Members of the Company will be closed on 6 November 2014, for the purpose of determining shareholders' entitlements to the proposed first and final dividend of 0.1 cent per ordinary share (tax-exempt one-tier) for the financial year ended 30 June 2014.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 63 Cantonment Road Singapore 089758 up to 5:00 p.m. on 5 November 2014 will be registered before entitlements to the proposed dividend are determined. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5:00 p.m. on 5 November 2014 will be entitled to the proposed dividend.

The proposed dividend, if approved by shareholders at the 44th Annual General Meeting of the Company to be held on 21 October 2014, will be paid on 18 November 2014.

By Order of the Board

Tan Yen Hui
Company Secretary

Singapore, 3 October 2014

Notes:

A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend at the same meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company.

The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 10 Arumugam Road #10-00 Lion Building A Singapore 409957 not less than 48 hours before the time appointed for holding the meeting.

Statement pursuant to Article 54(A) of the Articles of Association of the Company:

The effect of the resolutions under the heading "Special Business" in the Notice of Annual General Meeting is as follows:

- (a) The Ordinary Resolution proposed in item 7 above, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to and not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares in the Company of which the issue of shares and convertible securities other than on a pro-rata basis shall not exceed 20% of the total number of issued shares excluding treasury shares in the Company, for such purposes as they consider would be in the interests of the Company. This authority shall, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held, whichever is the earlier.

- (b) The Ordinary Resolution proposed in item 8 above, if passed, will authorise the Group to enter into certain recurring Interested Person Transactions as described in Annex II to the Letter and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held, whichever is the earlier.