



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ban Leong Technologies Limited (the "Company") will be held at 150 Ubi Avenue 4, #04-01, Singapore 408825 on Friday, 24 July 2015 at 10:00 a.m. to transact the following businesses:-

**ORDINARY BUSINESS**

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2015 and the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
- To declare a tax exempt (one-tier) final dividend of 1 Singapore cent per ordinary share in respect of the financial year ended 31 March 2015. **(Resolution 2)**
- To approve the proposed Directors' fees of S\$152,000 for the financial year ended 31 March 2015. (2014: S\$140,000) **(Resolution 3)**
- To re-appoint Mr. Tan Eng Bock as Director of the Company, who is retiring pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 4)**  
[See explanatory note (a)]
- To re-elect the following Directors who are retiring pursuant to the Company's Articles of Association:-
  - Mr. Ronald Teng Woo Boon (Articles 107 and 108) [See explanatory note (b)] **(Resolution 5)**
  - Mr. Neo Gim Kiong (Articles 107 and 108) [See explanatory note (c)] **(Resolution 6)**
  - Mr. Lo Yew Seng (Article 117) [See explanatory note (d)] **(Resolution 7)**
- To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**

**SPECIAL BUSINESS**

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

**7. AUTHORITY TO ALLOT AND ISSUE SHARES**

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

- issue ordinary shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- 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 it; and
- issue Shares in pursuance of any Instruments made or granted by the Directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this resolution), provided that:
  - the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 50% of the total number of issued Shares in the capital of the Company, excluding treasury shares, if any (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company ("Shareholders") are not given the opportunity to participate in the same on a pro-rata basis ("non pro-rata basis"), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares in the capital of the Company, excluding treasury shares, if any (as calculated in accordance with paragraph (2) below);
  - (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares, excluding treasury shares, shall be based on the total number of issued Shares of the Company, excluding treasury shares, at the time such authority was conferred, after adjusting for:
    - new Shares arising from the conversion or exercise of any convertible securities;
    - new Shares arising from the exercising of share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and
    - any subsequent consolidation or subdivision of the Shares;and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association of the Company for the time being; and
  - (unless revoked or varied by the Company in a general meeting) the authority so conferred shall continue to be 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 earlier. **(Resolution 9)**  
[See explanatory note (e)]

**8. RENEWAL OF SHARE BUY BACK MANDATE**

"THAT:

- for the purposes of Section 76E of the Companies Act, Chapter 50, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Ordinary Shares in the capital of the Company not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices 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 purchase(s) on the SGX-ST; and/or
  - off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider it, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act;and otherwise in accordance with all other laws and regulations and 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 of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
  - the date on which the next Annual General Meeting of the Company is held or required by law to be held; or
  - the date on which the purchases or acquisitions of the Shares pursuant to the Share Buy Back Mandate are carried out to the full extent mandated.
- in this Resolution:

"Maximum Percentage" means that number of issued Ordinary Shares representing 10% of the total number of the issued Ordinary Shares as at the date of the passing of this Resolution;

"Maximum Price", in relation to an Ordinary Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:-

  - in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
  - in the case of an Off-Market Purchase, 120% of Average Closing Price (as defined hereinafter), pursuant to an equal access scheme

"Average Closing Price" means the average of the closing market prices of a Share for the five consecutive Market Days on which the Shares are transacted on the SGX-ST immediately preceding the date of Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the Listing Rules for any corporate action which occurs after the relevant five Market Days;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. **(Resolution 10)**  
[See explanatory note (f)]

By Order of the Board

Pan Mi Keay  
Company Secretary  
8 July 2015  
Singapore

**EXPLANATORY NOTES:-**

- Key information on Mr. Tan Eng Bock, who is seeking re-election as a Director of the Company under item 4 above (under the heading "Ordinary Business") is found on page 13 of the Annual Report. Mr. Tan Eng Bock will remain as the Chairman of the Nominating Committee, Member of the Audit Committee and Remuneration Committee upon re-election as Director of the Company and will be considered independent for the purposes of Rule 704(8) of the Listing Manual. There are no relationships (including immediate family relationships) between Mr. Tan Eng Bock and the other Directors, or the Company, or its 10% shareholders.
- Key information on Mr. Ronald Teng Woo Boon, who is seeking re-election as a Director of the Company under item 5(a) above (under the heading "Ordinary Business") is found on page 12 of the Annual Report. Details of the share interests of Mr. Ronald Teng Woo Boon in the Company can be found in page 92 of the Annual Report. Mr. Ronald Teng Woo Boon is the Managing Director and spouse of Ms Teo Su Ching, who is the Head of Operations of the Company.
- Key information on Mr. Neo Gim Kiong, who is seeking re-election as a Director of the Company under item 5(b) above (under the heading "Ordinary Business") is found on page 12 of the Annual Report. Mr. Neo Gim Kiong will remain as the Member of the Nominating Committee and Remuneration Committee upon re-election as a Director of the Company. Details of the share interests of Mr. Neo Gim Kiong in the Company can be found in page 92 of the Annual Report.
- Key information on Mr. Lo Yew Seng, who is seeking re-election as a Director of the Company under item 5(c) above (under the heading "Ordinary Business") is found on page 13 of the Annual Report. Details of the share interests of Mr. Lo Yew Seng in the Company can be found in page 92 of the Annual Report. Mr. Lo Yew Seng is the Non-Independent Non-Executive Director who was newly appointed on 12 May 2015.
- The proposed ordinary resolution 9, 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% 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 interest of the Company. The authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The proposed ordinary resolution 10, if passed, will empower the Directors of the Company from the date of the above meeting until the date of the next Annual General Meeting to purchase or acquire up to 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution. Details of the proposed Share Buy Back Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative impact on the Company's financial position are set out in the Addendum to this Annual Report.

**Notes:**

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 150 Ubi Avenue 4, #04-01, Singapore 408825 not less than 48 hours before the meeting.
- The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- In the case of joint shareholders, all holders must sign the form of proxy.
- The Chairman of the Meeting will be exercising his rights under Article 80(a) of the Company's Articles of Association to call for all resolutions at the Meeting and at any adjournment thereof to be put to the vote by way of poll. Accordingly, each resolution at the Meeting will be voted on by way of poll.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.