

SIN GHEE HUAT CORPORATION LTD.Registration Number: 197700475Z
(Incorporated in the Republic of Singapore)**NOTICE OF ANNUAL GENERAL MEETING****NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sin Ghee Huat Corporation Ltd. (the "Company") will be held by way of live audio-visual webcast and live audio-only stream on Thursday, 29 October 2020 at 10.30 a.m. for the following purposes:**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2020 and the Directors' Statement and the Report of the Auditors thereon. **Resolution 1**
2. To approve the Directors' fees of S\$176,000 (2020: S\$176,000) payable quarterly in arrear for the financial year ending 30 June 2021. **Resolution 2**
- 3(a). To re-elect Mr Kua Ghim Siong, being a Director of the Company retiring pursuant to Article 107 of the Company's Articles of Association, and being eligible, has offered himself for re-election. **Resolution 3**
[See Explanatory Note (a)]
- 3(b). To re-elect Mr Kua Peng Chuan, being a Director of the Company retiring pursuant to Article 107 of the Company's Articles of Association, and being eligible, has offered himself for re-election. **Resolution 4**
[See Explanatory Note (b)]
4. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
5. To transact such other business which may be properly transacted at an annual general meeting of the Company.

AS SPECIAL BUSINESS

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

SHARE ISSUANCE MANDATETHAT pursuant to the Rules of the SGX-ST and the Company's Articles of Association, authority be and is hereby given to the Directors to: **Resolution 6**

- (a) issue shares in the capital of the Company whether by way of bonus issue, rights issue or otherwise; and/or
- (b) 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; and/or
- (c) Issue additional Instruments convertible into shares arising from adjustments made to the number of Instruments

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 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, provided that:

- (i) the aggregate number of shares and convertible securities 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 shares (excluding treasury shares) of the Company, of which the aggregate number of shares and convertible securities (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) 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) of the Company, and for the purpose of this Resolution, the issued share capital shall be the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
 - (aa) new shares arising from the conversion or exercise of convertible securities;
 - (bb) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of shares; and
- (ii) such authority shall, unless revoked or varied by the Company in a general meeting, continue to be 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.

BY ORDER OF THE BOARDMs Joanna Lim Lan Sim
Company Secretary
7 October 2020
Singapore**Explanatory Notes**

- (a) In relation to Ordinary Resolution no. 3 proposed in item 3(a) above, Mr Kua Ghim Siong is cousin of Mr Kua Peng Chuan and nephew of Mr Kua Chee Hong. His other detailed information is set out in the Board of Directors section as well as "Additional Information on Directors Seeking Re-Election" of the Company's Annual Report 2020.
- (b) In relation to Ordinary Resolution no. 4 proposed in item 3(b) above, Mr Kua Peng Chuan is cousin of Mr Kua Ghim Siong and son of Mr Kua Chee Hong and Ms Ler Bee Chin. His other detailed information is set out in the Board of Directors section as well as "Additional Information on Directors Seeking Re-Election" of the Company's Annual Report 2020.

Statement Pursuant to Article 71 of the Company's Articles of Association**The effects of the resolution under the heading "As Special Business" in this Notice of the Annual General Meeting are:**

1. Ordinary Resolution 6, if passed, will authorise the Directors from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares) of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company. Rule 806(3) of the Listing Rules of the SGX-ST currently provides that the percentage of issued share capital is based on the share capital of the Company at the time the mandate is passed after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Rules of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.

This authority will, unless revoked or varied by the Company in a general meeting, continue to be 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.

Notes:

- (1) The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will be made available by electronic means via publication on the Company's website at the URL <https://singheehuat.com.sg/announcement/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 6 October 2020. This announcement may be accessed at the Company's website at the URL <https://singheehuat.com.sg/announcement/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (3) Due to the current COVID-19 situation in Singapore, a member will not be allowed to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL <https://singheehuat.com.sg/announcement/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Central Provident Fund Investment Scheme ("CPF") investor and the Supplementary Retirement Scheme ("SRS") investors who wish to appoint the Chairman of the Meeting as proxy to vote must approach their respective CPF Agent Banks/SRS Operators to submit their votes at least seven (7) working days before the Annual General Meeting, in order to enable their respective CPF Agent Banks/SRS Operators to submit proxy forms on their behalf not less than 72 hours before the time appointed for holding the Annual General Meeting.

- (4) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (5) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the registered office at 32 Penhas Road, #01-01, Singapore 208191; or
 - (b) if submitted electronically, be sent via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com.

in either case not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before depositing and sending it by email to the email address above.

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting in order for the Depositor to be entitled to attend and vote at the Annual General Meeting.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.