



# TSH CORPORATION LIMITED

(Company Registration Number 200003865N)  
(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **TSH CORPORATION LIMITED** ("**Company**") will be held at 1 Irving Place, #07-13, The Commerze@Irving, Singapore 369546 on 21 October 2016 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions.

*All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular dated 29 September 2016 to shareholders of the Company ("**Circular**").*

### AS SPECIAL RESOLUTION

#### RESOLUTION 1: THE PROPOSED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION

**THAT**, pursuant to Article 60(2) of the Constitution of the Company and subject to Section 78A read with Section 78C of the Companies Act (Cap. 50) of Singapore ("**Companies Act**"):

- (a) the issued and paid-up capital of the Company be reduced by approximately S\$25.78 million ("**Proposed Capital Reduction**") and such reduction be effected by returning the sum of approximately S\$25.78 million ("**Proposed Cash Distribution**") to the Shareholders on the basis of S\$0.1072 for each issued ordinary share in the capital of the Company held by a Shareholder as at the Books Closure Date; and
- (b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Capital Reduction and Proposed Cash Distribution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

### AS ORDINARY RESOLUTION

#### RESOLUTION 2: THE PROPOSED SPECIAL DIVIDEND

**THAT**:

- (a) a special one-tier tax exempt dividend be and is hereby approved and declared on the basis of S\$0.0160 for each Share held by a Shareholder as at the Books Closure Date; and
- (b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Special Dividend as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

By Order of the Board

**CHAN LAI YIN**

Company Secretary

Singapore, 29 September 2016

### Notes:

- (1) A proxy need not be a member of the Company.
- (2) Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act (Cap. 50) of Singapore, a member entitled to attend and vote at the Extraordinary General Meeting ("**EGM**") is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
- (3) Where a member appoints more than one (1) proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing one hundred per cent (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (4) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to different shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- (5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- (6) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 62 Burn Road #06-01 Singapore 369976 not less than 48 hours before the time appointed for holding the EGM.

### Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.

*This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this Notice.*

*This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

*The contact person for the Sponsor is Ms Tan Pei Woon (Telephone: 65-6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.*