



TYE SOON LIMITED
Registration No. 195700114W
(Incorporated in the Republic of Singapore)

NOTICE OF 58TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 58th Annual General Meeting of Tye Soon Limited (**Company**) will be held at Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Friday, 25 April 2014 at 10:00 a.m. for the following purposes:-

As Ordinary Business

1. To receive and adopt the directors' report and audited financial statements for the financial year ended 31 December 2013, together with the auditors' report thereon. **(Resolution 1)**
2. To approve directors' fees of S\$494,000 payable by the Company for the financial year ended 31 December 2013 (2012: S\$388,000). **(Resolution 2)**
3. To re-elect the following directors who are retiring by rotation under article 104 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:-
 - (a) Mr Ong Huat Yew, Peter; **(Resolution 3)**
 - (b) Mr Ong Huat Choo; and **(Resolution 4)**
 - (c) Mr David Chong Tek Yew. **(Resolution 5)**
4. To re-appoint the following directors who, being over the age of 70 years, will cease to be a director at the conclusion of this annual general meeting, and who, being eligible, offer themselves for re-appointment pursuant to section 153(6) of the Companies Act, Chapter 50 (**Act**) to hold office until the next annual general meeting of the Company:-
 - (a) Mr Ong Hock Siang @ Ong Huat Seong; and **(Resolution 6)**
 - (b) Mr Ong Huat Kee. **(Resolution 7)**
5. To declare a total tax exempt one-tier dividend of 0.861 cents per ordinary share for the financial year ended 31 December 2013 comprising:-
 - (a) a final dividend of 0.287 cents; and
 - (b) a special dividend of 0.574 cents. **(Resolution 8)**
6. To re-appoint KPMG LLP as auditors of the Company for the financial year ending 31 December 2014 and to authorise the directors to fix their remuneration. **(Resolution 9)**
7. To transact any other ordinary business that may properly be transacted at an annual general meeting.

As Special Business

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

8. Authority to allot and issue shares

That, pursuant to section 161 of the Act and the Listing Manual of the Singapore Exchange Securities Trading Limited (**SGX-ST**), authority be and is hereby given to the directors of the Company to:-

- (a) (i) issue shares in the capital of the Company (**Shares**) whether by way of rights, bonus or otherwise; and/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 or exchangeable 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 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:

- (1) the aggregate number of Shares to be issued under this resolution (including Shares to be issued in pursuance of the Instruments made or granted under this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares, if any) in the capital of the Company (as calculated 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 (including Shares to be issued in pursuance of Instruments made or granted under this resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments 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 (1) above, the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Act, the Listing Manual 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
- (4) (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 or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. **(Resolution 10)**

By Order of the Board of Directors

EVELYN WEE KIM LIN
Company Secretary

8 April 2014
Singapore

Notes:

1. The Chairman of the Annual General Meeting will be exercising his right under article 70 of the Company's Articles of Association to demand a poll in respect of each of the resolutions to be put to the vote of members at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of poll.
2. A member of the Company entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at Blk 261 Waterloo Street, #01-31/33 Waterloo Centre, Singapore 180261 not less than 48 hours before the time appointed for holding the meeting.

Explanatory Notes and Statement under article 63(3) of the Company's Articles of Association

Resolution 10

The proposed Resolution 10, if passed, will empower the directors, from the date of the 58th Annual General Meeting until the next annual general meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50 per cent. of the total number of issued Shares excluding treasury shares, with a sub-limit of 20 per cent. for Shares issued other than on a *pro rata* basis to Shareholders.

NOTICE OF BOOKS CLOSURE AND PAYMENT DATE FOR FINAL AND SPECIAL DIVIDENDS

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval by the shareholders to the final and special dividends (**Dividends**) at the 58th Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed at 5:00 p.m. on 6 May 2014 (**Books Closure Date**) for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrars, M&C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on the Books Closure Date will be registered to determine shareholders' entitlements to the Dividends. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Limited (**CDP**), the Dividends will be paid by the Company to CDP which will, in turn, distribute the Dividends entitlements to the CDP account-holders in accordance with its normal practice.

The Dividends, if so approved by shareholders, will be paid on 16 May 2014.

Special Note: Dress Code

Please be informed that the 58th Annual General Meeting shall be held at the Jurong Country Club and Shareholders (and their respective proxies) are requested NOT to wear singlets, running shorts and slippers. Your co-operation in complying with Jurong Country Club's dress code is greatly appreciated.