



## LEY CHOON GROUP HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 198700318G)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at No. 3 Sungei Kadut Drive, Singapore 729556 on 29 May 2015 at 10.00 a.m. to transact the following business:

#### ORDINARY BUSINESS

- To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors of the Company. (Resolution 1)
- To re-elect as a Director, Mr Toh Choo Huat who is retiring under Article 107 of the Company's Articles of Association.  
*Mr Toh Choo Huat will, upon re-election as a Director of the Company, remain as the Executive Chairman and Chief Executive Officer of the Company.* (Resolution 2)
- To re-elect as a Director, Mr Toh Swee Kim who is retiring under Article 107 of the Company's Articles of Association.  
*Mr Toh Swee Kim will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.* (Resolution 3)
- To re-elect as a Director, Mr Ang Miah Khiang who is retiring under Article 107 of the Company's Articles of Association.  
*Mr Ang Miah Khiang will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director of the Company as well as the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee and will be considered independent of management.* (Resolution 4)
- To approve the payment of Directors' fees of S\$30,000 for the financial year ended 31 December 2014. (Resolution 5)
- To approve the payment of Directors' fees of S\$175,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears. (Resolution 6)
- To re-appoint Messrs KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 7)
- To transact any other business that may be transacted at an Annual General Meeting.

#### SPECIAL BUSINESS

- To consider and, if thought fit, pass the following resolution as an Ordinary Resolution, with or without modifications:  
"That pursuant to Section 161 of the Companies Act, Cap. 50 ("Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:  
(a) (i) issue shares in 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 or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions, for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and  
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,  
provided always that:  
(I) the aggregate number of shares (including shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the Shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);  
(II) (subject to such calculation 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 (I) 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 Company at the time of the passing of this Resolution, after adjusting for:  
(aa) new shares arising from the conversion or exercise of any convertible securities;  
(bb) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and  
(cc) any subsequent bonus issue, consolidation or subdivision of shares;  
(III) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and  
(IV) unless revoked or varied by the Company in a general meeting, such authority 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 8)  
[See Explanation Note (I)]

- To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:

"That:

- approval be and is hereby given, for the renewal of the mandate for the purpose of Chapter 9 of the SGX-ST Listing Manual, for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person/Related Person Transactions (as defined in the letter and particulars of which are set out in the letter) in accordance with the guidelines of the Company for Interested Person/Related Person Transactions as set out in the letter;
- such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company;
- the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the SGX-ST Listing Manual which may be prescribed by the SGX-ST from time to time;
- the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this Resolution; and
- such approval shall unless earlier revoked or varied by the Company in general meeting, continue to be in force until the next Annual General Meeting is held or required by law to be held, whichever is earlier." (Resolution 9)  
[See Explanatory Note (II)]

- To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:

"That resolved that the Board of Directors of the Company be and is hereby authorised to offer and grant awards ("Awards") in accordance with the provisions of the Ultro Performance Share Plan (the "Performance Share Plan") and pursuant to Section 161 of the Act to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards under the Performance Share Plan provided always that the total number of new shares to be issued pursuant to the Awards granted under the Performance Share Plan, when added to the number of new shares issued and issuable in respect of all Awards granted under the Performance Share Plan shall not exceed 15% of the issued share capital of the Company from time to time." (Resolution 10)  
[See Explanatory Note (III)]

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Joint Company Secretaries  
14 May 2015

#### Explanatory Notes:

- The Ordinary Resolution 8 in item 9 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.  
For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 9 proposed under item 10 above relates to the renewal of a mandate granted by the shareholders at the annual general meeting held on 29 May 2015, allowing the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into transactions with interested persons as defined in Chapter 9. Please refer to the letter to shareholders dated 14 May 2015 for details.
- The Ordinary Resolution 10 proposed under item 11 above, if passed, will authorise the Directors to offer and grant Awards in accordance with the provisions of the Performance Share Plan and pursuant to Section 161 of the Act to allot and issue shares under the Performance Share Plan. The Performance Share Plan was first approved by the Shareholders of the Company (when it was formerly known as Ultro Technologies Limited) in the Extraordinary General Meeting on 30 October 2009. Please refer to the Company's (when it was formerly known as Ultro Technologies Limited) circular to the shareholders dated 7 October 2009 for further details.

#### Notes:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at No. 3 Sungei Kadut Drive, Singapore 729556 at least 48 hours before the time fixed for the Annual General Meeting.