

GIKEN
GIKEN SAKATA (S) LIMITED
Co. Reg. No. 197903879W

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting of Giken Sakata (S) Limited will be held at The Draycott Room, Tanglin Club, 5 Stevens Road, Singapore 257814 on the 18th day of December 2014 at 10.00 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the Audited Accounts of the Company for the year ended 31 August 2014 together with the Reports of the Directors and Auditors of the Company. **(Resolution 1)**
2. To approve the payment of Directors' Fees of S\$87,000 for the year ended 31 August 2014 (FY2013 – S\$76,000). **(Resolution 2)**
3. To re-appoint Mr Chin Siew Gim, a Director of the Company retiring under Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 3)**
(See Explanatory Note 1)
4. To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Articles of Association of the Company:
 - (i) Mr Tan Kay Guan (See Explanatory Note 2) **(Resolution 4a)**
 - (ii) Mr Ng Say Tiong **(Resolution 4b)**
5. To re-elect the following Directors of the Company retiring pursuant to Article 97 of the Articles of Association of the Company:
 - (i) Mr Lee Kok Wah **(Resolution 5a)**
 - (ii) Mr Kuek Eng Chye, Anthony (See Explanatory Note 3) **(Resolution 5b)**
6. To re-appoint BDO LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

Special Business

To consider and if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without any modifications:

8. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst (the "SGX-ST"), the Directors be authorised and empowered to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of the shares to be allotted and issued pursuant to this Ordinary Resolution 7 shall not exceed hundred per centum (100%) of the total number of issued shares in the capital of the Company (excluding treasury shares) at the time of the passing of this Ordinary Resolution 7, of which the aggregate of shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (excluding treasury shares) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by the law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Ordinary Resolution 7, until the issuance of such shares in accordance with the terms of such convertible securities.

(See Explanatory Note 4)

(Resolution 7)

Dated this 3rd day of December 2014

By Order of the Board

Ng Say Tiong
Company Secretary

Explanatory Notes:

1. The effect of the Ordinary Resolution 3 above is to re-appoint a director of the Company who is over 70 years of age. The Ordinary Resolution 3, if passed, Mr Chin Siew Gim will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee respectively and will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.
2. The Ordinary Resolutions 4(a) above, if passed, Mr Tan Kay Guan will remain as a member of the Nominating Committee and will be considered non-independent.
3. The Ordinary Resolutions 5(b) above, if passed, Mr Kuek Eng Chye, Anthony will remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.
4. The Ordinary Resolution 7 above, if passed, will empower the Directors from the date of this Meeting until the date of the next annual general meeting or the date by which the next annual general meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under Ordinary Resolution 7 would not exceed hundred per centum (100%) of the total number of issued shares of the Company at the time of passing Ordinary Resolution 7. For issue of shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed fifty per centum (50%) of the total number of issued shares of the Company. For the purpose of Ordinary Resolution 7, the percentage of issued shares is based on the total number of issued shares at the time Ordinary Resolution 7 is passed 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 the vesting of share awards outstanding or subsisting at the time when Ordinary Resolution 7 is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual and (c) any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If no name is inserted in the space for the name of your proxy in the form of proxy, the Chairman of the Meeting will act as your proxy.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company's Registered Office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the Meeting and at any adjournment thereof.
6. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the Directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the Company's Registered Office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 and as such will counted as valid in regards to this meeting pursuant to the Company's Articles of Association. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Company's Share Registrar in Singapore not less than 48 hours before the commencement of the annual general meeting.

This document has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte. Ltd., for compliance with the relevant rules of Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this document. This document has not been examined or approved by SGX-ST and SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document. The contact person for the Sponsor is Mr. Bernard Lui. Tel: (65) 6389 3000 Email: bernard.lui@stamfordlaw.com.sg