Ryobi Kiso Holdings Ltd.

(Incorporated in Singapore)
(Company Registration No.: 200803985D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ryobi Kiso Holdings Ltd. (the "Company") will be held at The Imagination Room, Level 5, National Library Building, 100 Victoria Street, Singapore 188064 on Wednesday, 19 October 2016 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 30 June 2016 together with the Auditor's Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt dividend of 0.3 Singapore cent per ordinary share for the financial year ended 30 June 2016 (2015: 1.0 Singapore cent per ordinary share). **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Constitution of the Company.

   Ms Lai Chin Yee (Retiring under Article 91) **(Resolution 3)**

   Mr Ong Teng Choon (Retiring under Article 91) **(Resolution 4)**

   [See Explanatory Note (i)]
4. To re-appoint the following Directors of the Company who are over 70 years of age pursuant to Section 153(6) of the Companies Act, Chapter 50.

   Mr Lee Yiok Seng @ Lee Geok Seng @ Lee Yok Seng **(Resolution 5)**

   Dr Lau Teik Soon **(Resolution 6)**

   [See Explanatory Note (ii)]
5. To approve the payment of Directors' Fees of $214,200 for the financial year ended 30 June 2016 (2015: $214,200). **(Resolution 7)**
6. To re-appoint Messrs Nexia TS Public Accounting Corporation, Public Accountants and Chartered Accountants, as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
7. To transact any other ordinary business which may properly be transacted at the Annual General Meeting.

AS SPECIAL BUSINESS

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

8. **General Mandate to authorise the Directors to issue shares or convertible securities**

   That pursuant to Section 161 of the Companies Act, Chapter 50 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 and 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 and 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 pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

   (the "Share Issue Mandate")

   provided that:

   (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

   (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

   (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;

   (b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and

   (c) any subsequent bonus issue, consolidation or subdivision of shares;

   (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of 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 Constitution of the Company; and

   (4) unless varied or revoked by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments. **(Resolution 9)**

   [See Explanatory Note (iii)]

9. **Renewal of the Share Buyback Mandate**

   That for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire ordinary shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Appendix to this Notice of Annual General Meeting dated 3 October 2016 (the "Letter"), in accordance with the terms of the Share Buyback Mandate set out in the Letter, and the Share Buyback Mandate shall, unless varied or revoked by the Company in a general meeting, 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, or the date on which Share Buybacks are carried out to the full extent mandated, whichever is the earliest. **(Resolution 10)**

   [See Explanatory Note (iv)]

NOTICE OF BOOKS CLOSURE DATE FOR FIRST AND FINAL DIVIDEND

NOTICE IS HEREBY GIVEN that the Share Transfer Books and the Register of Members of the Company will be closed from 5.00 p.m. (Books Closure Date) on 28 October 2016 for the preparation of dividend warrants.

Duly completed registrable transfer received by the Company's Share Registrar, B.A.C.S. Private Limited, 8 Robinson Road #03-00 ASO Building, Singapore 048544, up to 5.00 p.m. on the Books Closure Date will be registered to determine shareholders' entitlement to the first and final tax exempt dividend. In respect of the ordinary shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the first and final tax exempt dividend will be paid by the Company to CDP which will, in turn, distribute the first and final tax exempt dividend entitlements to the CDP account holders in accordance with its normal practice.

The first and final tax exempt dividend, if approved by the members at the Annual General Meeting, will be paid on 8 November 2016.

By Order of the Board
Wong Chee Meng Lawrence
Tan Ghee Hwa
Joint Company Secretaries
Singapore
3 October 2016

Explanatory Notes:

(i) Ms Lai Chin Yee will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee, and a member of the Nominating Committee and Remuneration Committee respectively, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Ong Teng Choon will, upon re-election as a Director of the Company, remain as Executive Director and will be considered non-independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

(ii) Mr Lee Yiok Seng @ Lee Geok Seng @ Lee Yok Seng who is over the age of 70 was re-appointed as Director to hold office from the date of the last Annual General Meeting held on 23 October 2015 until this AGM pursuant to Section 153(6) of the Companies Act, Chapter 50. Section 153(6) of the Companies Act, Chapter 50 was repealed when the Companies (Amendment) Act 2014 came into effect on 3 January 2016. As his appointment lapses at this AGM, Mr Lee Yiok Seng @ Lee Geok Seng @ Lee Yok Seng will have to be re-appointed to continue in office. Upon his re-appointment at the conclusion of this AGM, going forward, Mr Lee Yiok Seng @ Lee Geok Seng @ Lee Yok Seng's re-appointment will no longer be subject to shareholders' approval under Section 153(6) of the Companies Act, Chapter 50 as repealed. Mr Lee Yiok Seng @ Lee Geok Seng @ Lee Yok Seng will then be subject to retirement by rotation under the Company's Constitution. Upon his re-appointment as a Director of the Company, Mr Lee Yiok Seng @ Lee Geok Seng @ Lee Yok Seng will remain as Non-Executive Chairman of the Board, a member of the Audit Committee, Nominating Committee and Remuneration Committee respectively and will be considered non-independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Dr Lau Teik Soon who is over the age of 70 was re-appointed as Director to hold office from the date of the last Annual General Meeting held on 23 October 2015 until this AGM pursuant to Section 153(6) of the Companies Act, Chapter 50. Section 153(6) of the Companies Act, Chapter 50 was repealed when the Companies (Amendment) Act 2014 came into effect on 3 January 2016. As his appointment lapses at this AGM, Dr Lau Teik Soon will have to be re-appointed to continue in office. Upon his re-appointment at the conclusion of this AGM, going forward, Dr Lau Teik Soon's re-appointment will no longer be subject to shareholders' approval under Section 153(6) of the Companies Act, Chapter 50 as repealed. Dr Lau Teik Soon will then be subject to retirement by rotation under the Company's Constitution. Upon his re-appointment as a Director of the Company, Dr Lau Teik Soon will remain as Chairman of the Nominating Committee and Remuneration Committee respectively, and a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

(iii) Resolution 9 above, if passed, will authorise and empower the Directors of the Company from the date of this Annual General Meeting ("AGM") until the date of the next AGM of the Company, or the date by which the next AGM 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 earliest, 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, fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, new shares arising from the exercise of share options or the vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and any subsequent bonus issue, consolidation or subdivision of shares.

(iv) Resolution 10 above, if passed, will authorise the Directors of the Company from the date of this AGM until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, or the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Company in a general meeting or the date on which Share Buybacks are carried out to the full extent mandated, whichever is the earliest, to purchase or otherwise acquire ordinary shares in the capital of the Company by way of market purchases or off-market purchases on equal access scheme of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the price of up to but not exceeding the Maximum Price as defined in the Appendix to the Letter. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Company for the financial year ended 30 June 2016 are set out in greater detail in the Appendix to the Letter.

Notes:

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead at the AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 58A Sungei Kadut Loop, Ryobi Industrial Building, Singapore 729505 not less than forty-eight (48) hours before the time appointed for holding the AGM.
3. By submitting the instrument appointing a proxy or proxies to attend and vote at the AGM, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy or proxies appointed for the AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM, and in order for the Company (or its agents or service providers) 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 or proxies to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy or proxies for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy or proxies 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.