

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Eighth Annual General Meeting of Auric Pacific Group Limited (the “**Company**”) will be held at Capricorn Leo Function Room (Level 1), Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Wednesday, 29 April 2015 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 2014, together with the auditors’ report thereon. **(Resolution 1)**
2. To approve a one-tier tax exempt final dividend of 2 cents per share for the financial year ended 31 December 2014. **(Resolution 2)**
3. To approve directors’ fees of S\$563,000 payable by the Company for the financial year ended 31 December 2014 (Approved directors’ fees for financial year ended 31 December 2013: S\$574,000). **(Resolution 3)**
4. To re-elect the following directors who are retiring and who, being eligible, offer themselves for re-election:
 - (a) Dr Stephen Riady, who retires by rotation pursuant to Article 91 of the Articles of Association of the Company. **(Resolution 4)**
(See Explanatory Note 1)
 - (b) Mr Bryan Chang Yew Chan, who retires by rotation pursuant to Article 91 of the Articles of Association of the Company. **(Resolution 5)**
(See Explanatory Note 2)
 - (c) Dr Andy Adhiwana, who retires pursuant to Article 97 of the Articles of Association of the Company. **(Resolution 6)**
(See Explanatory Note 3)
5. To re-appoint Ernst & Young LLP as auditors of the Company for the ensuing year and to authorise the directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares

That authority be given to the directors of the Company 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 or exchangeable 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

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- (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 of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent of the total number of issued Shares 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 under the Instruments made or granted under this Resolution) shall not exceed 20 per cent of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Listing Manual of the Singapore Exchange Securities Trading Limited ("**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 based on the total number of issued 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 any convertible securities;
 - (b) 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
 - (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 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 a 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 8)

(See Explanatory Note 4)

AS OTHER BUSINESS

7. To transact any other business that may be transacted at an annual general meeting.

By Order of the Board

Tan T'eng Ta' Benedict
Company Secretary

Singapore, 14 April 2015

Notes:

- (1) 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 in his stead.
- (2) 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 50 Collyer Quay #06-03 OUE Bayfront, Singapore 049321 not less than 48 hours before the time appointed for holding the meeting.

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Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company (or its agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

Explanatory Notes

1. Resolution 4

If re-elected, Dr Stephen Riady will remain as an executive director and member of the Nomination Committee and will be considered non-independent.

2. Resolution 5

If re-elected, Mr Bryan Chang Yew Chan, an independent non-executive director of the Company, shall remain as Chairman of the Audit and Risk Committee, and member of the Remuneration Committee and Nomination Committee. Mr. Bryan Chang does not have any relationships including immediate family relationships with any director, the Company and any shareholder holding 10 per cent or more Shares.

3. Resolution 6

If re-elected, Dr Andy Adhiwana will remain as an executive director and will be considered non-independent.

4. Resolution 8

The proposed Resolution 8, if passed, is to authorise the directors of the Company from the date of the Annual General Meeting until the next Annual General Meeting to issue Shares and/or make or grant Instruments that might require Shares to be issued, and to issue Shares in pursuance of such Instruments, up to a limit of 50 per cent of the total number of issued Shares in the capital of the Company, with a sub-limit of 20 per cent for issues other than on a *pro rata* basis, calculated in accordance with and subject to the terms under Resolution 8.