



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cogent Holdings Limited ("the Company") will be held at Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Tuesday, 29 April 2014 at 2.00 pm for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 1.26 Singapore cent per share for the year ended 31 December 2013. **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Article 94 of the Articles of Association of the Company:
Mr Edwin Tan Yeow Lam (See Explanatory Note (i)) **(Resolution 3)**
Mr Chua Cheow Khoo, Michael (See Explanatory Note (ii)) **(Resolution 4)**
- To approve the payment of Directors' fees of S\$160,000 for the year ending 31 December 2014, to be paid half-yearly in arrears. (2013: S\$136,000) **(Resolution 5)**
- To re-appoint Deloitte & Touche LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an 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:

7. AUTHORITY TO ISSUE SHARES

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

- issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - 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

- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) (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 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);
- (subject to such calculation as may be prescribed by 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 (excluding treasury shares) 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:
 - any new Shares arising from the conversion or exercise of any convertible securities;
 - any 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
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- 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 of the Company; and
- 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 earlier. **(Resolution 7)** (See Explanatory Note (iii))

8. AUTHORITY TO GRANT AWARDS AND TO ISSUE SHARES UNDER THE COGENT HOLDINGS PERFORMANCE SHARE PLAN

That approval be and is hereby given to the Directors of the Company to grant awards in accordance with the provisions of the Cogent Holdings Performance Share Plan ("the Plan"), and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of awards granted under the Plan, provided always that the aggregate number of Shares to be issued and/or transferred pursuant to the Plan, when added to the number of new Shares issued and issuable and/or transferred and transferable in respect of (a) all awards granted under the Plan, and (b) all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied 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, whichever is earlier. **(Resolution 8)** (See Explanatory Note (iv))

9. AUTHORITY TO ISSUE SHARES UNDER THE COGENT HOLDINGS EMPLOYEE SHARE OPTION SCHEME

That the Directors of the Company be authorised and empowered to offer and grant options in accordance with the rules of the Cogent Holdings Employee Share Option Scheme ("the Scheme") and to issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of new Shares to be issued pursuant to the Scheme, when added to the number of new Shares issued and issuable in respect of (a) all options granted under the Scheme, and (b) all awards granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied 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, whichever is earlier. **(Resolution 9)** (See Explanatory Note (v))

10. RENEWAL OF SHARE PURCHASE MANDATE

That:

- pursuant to Companies Act, Chapter 50 of Singapore (the "Singapore Companies Act"), the Directors of the Company be and are hereby authorised to purchase or otherwise acquire the Shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- on-market purchase(s) ("Market Purchase"), transacted on the SGX-ST through the ready market, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- off-market purchase(s) ("Off-Market Purchase") effected pursuant to an equal access scheme, as may be determined or formulated by the Directors as they consider fit; and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Singapore Companies Act, and listing rules of the SGX-ST (the "Listing Rules") as may for the time being be applicable (the "Share Purchase Mandate");

- the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:

- the conclusion of the next Annual General Meeting of the Company;
- the date by which the next Annual General Meeting is required by law to be held;
- the date on which the purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate are carried out to the full extent mandated; or
- the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting;

- in this Ordinary Resolution:

"Maximum Limit" means that number of issued Shares representing not more than 5% of the issued share capital of the Company as at 29 April 2014, being the date of the 2014 Annual General Meeting;

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Price (hereinafter defined) of the Shares; and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Highest Last Dealt Price (hereinafter defined) of the Shares,

where:

"Average Closing Price" means the average of the closing market prices of a Share for the five (5) consecutive Market Days (a "Market Day" being a day on which the SGX-ST is open for trading in securities) on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company and deemed to be adjusted in accordance with the Listing Rules for any corporate action which occurs after the relevant five (5) Market Days;

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the SGX-ST on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

- the Directors of the Company and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to matters referred to in paragraphs 10(1), 10(2) and 10(3) including, without limitation, to negotiate, execute and authorise the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document. **(Resolution 10)** (See Explanatory Note (vi))

By Order of the Board

Lim Ka Bee
Secretary
Singapore,

14 April 2014

Explanatory Notes:

- Mr Edwin Tan Yeow Lam will, upon re-election continue to serve as Managing Director of the Company. Detailed information on Mr Edwin Tan can be found under sections entitled 'Board of Directors' and 'Corporate Governance Report' in the Company's Annual Report 2013.
- Mr Chua Cheow Khoo, Michael will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee, member of the Nominating Committee, member of the Remuneration Committee and will be considered independent. Detailed information on Mr Michael Chua can be found under sections entitled 'Board of Directors' and 'Corporate Governance Report' in the Company's Annual Report 2013.
- The Ordinary Resolution 7 in item 7 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 8 in item 8 above, if passed, will empower the Directors of the Company, from the date of this Meeting until 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 and/or transfer Shares pursuant to the Plan provided that the aggregate number of Shares to be issued and/or transferred pursuant to the Plan, when added to the number of new Shares issued and issuable and/or transferred and transferable in respect of (a) all awards granted under the Plan, and (b) all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.
- The Ordinary Resolution 9 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 pursuant to the exercise of options granted or to be granted under the Scheme provided that the aggregate number of Shares to be issued pursuant to the Scheme, when added to the number of new Shares issued and issuable in respect of (a) all options granted under the Scheme, and (b) all awards granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.
- The proposed Resolution 10 in item 10 above, if passed, will empower the Directors of the Company to exercise all powers of the Company in purchasing or acquiring Shares pursuant to the terms of the Share Purchase Mandate. This authority will continue in force until 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 or the date on which the purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier unless previously revoked or varied at a general meeting.

Notes:

- A member of the Company ("Member") entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 7 Penjuru Close #05-00 Singapore 608779 not less than forty-eight (48) hours before the time appointed for holding the Meeting.