



TYE SOON LIMITED

Registration No. 195700114W
(Incorporated in the Republic of Singapore)

NOTICE OF 59TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 59th Annual General Meeting (**59th AGM**) of Tye Soon Limited (**Company**) will be held at Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Tuesday, 28 April 2015 at 10:00 am 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 directors' fees of S\$494,000 payable by the Company for the financial year ended 31 December 2014 (2013: S\$494,000). **(Resolution 2)**
3. To re-elect the following directors who are retiring by rotation under article 104 of the Company's Articles of Association and who, being eligible, offer themselves for re-election: **(Resolution 3)**
 - (a) Ms Tham Khuan Heng; **(Resolution 4)**
 - (b) Ms Ong Lay May Apple; and **(Resolution 5)**
 - (c) Mr Ong Eng Waey Abel. **(Resolution 5)**
4. To re-appoint the following directors who, being over the age of 70 years, will cease to be a director at the conclusion of this 59th AGM, and who, being eligible, offer themselves for re-appointment pursuant to section 153(6) of the Companies Act, Chapter 50 (**Act**) to hold office until the next annual general meeting of the Company: **(Resolution 6)**
 - (a) Mr Ong Hock Siang @ Ong Huat Seong; and **(Resolution 6)**
 - (b) Mr Ong Huat Kee. **(Resolution 7)**
5. To declare a final tax exempt one-tier dividend of 0.287 cents per ordinary share for the financial year ended 31 December 2014. **(Resolution 8)**
6. To re-appoint KPMG LLP as auditors of the Company for the financial year ending 31 December 2015 and to authorise the directors to fix their remuneration. **(Resolution 9)**
7. To transact any other ordinary business that may properly be transacted at an annual general meeting.

As Special Business

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

8. Authority to allot and issue shares

That, pursuant to section 161 of the Act and the Listing Manual of the Singapore Exchange Securities Trading Limited (**SGX-ST**), authority be and is hereby given to the directors of the Company to:

- (a) (i) issue shares in the capital of 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) 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 may in their absolute discretion deem fit; and

- (b) (notwithstanding that 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 while this resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued under this resolution (including Shares to be issued in pursuance of the Instruments made or granted under this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares, if any) 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 in pursuance of Instruments made or granted under this resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments 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 (1) above, the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this resolution, 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 vesting of share awards which are outstanding or subsisting at the time this resolution is passed; 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 Act, 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 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 10)**

By Order of the Board of Directors

EVELYN WEE KIM LIN

Company Secretary

10 April 2015

Singapore

Notes:

1. The Chairman of the 59th AGM will be exercising his right under article 70 of the Company's Articles of Association to demand a poll in respect of each of the resolutions to be put to the vote of members at the 59th AGM and at any adjournment thereof. Accordingly, each resolution at the 59th AGM will be voted on by way of poll.
2. 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 on his behalf. 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 Blk 261 Waterloo Street, #01-31/33 Waterloo Centre, Singapore 180261 not less than 48 hours before the time appointed for holding the meeting.

Explanatory Notes and Statement under article 63(3) of the Company's Articles of Association

Resolution 3

If re-elected, Ms Tham Khuan Heng will remain as member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company and will also remain as the Chairperson of the Audit Committee of the Company. She is considered an independent director.

Resolution 10

The proposed Resolution 10, if passed, will empower the directors, from the date of the 59th AGM until the next annual general meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares, with a sub-limit of 20% for Shares issued other than on a *pro rata* basis to Shareholders.

Personal data privacy:

By submitting an instrument appointing a proxy and/or representative to attend, speak and vote at the 59th AGM and/or any adjournment thereof, 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) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives relating to the 59th AGM (including any adjournment thereof); and
- (ii) warrants that where the member discloses the personal data of the member's proxy and/or representative to the Company (or its agents), the member has obtained all necessary consents to do so, and that the Company (or its agents) may collect, use and disclose such personal data for the purposes above.

NOTICE OF BOOKS CLOSURE AND PAYMENT DATE FOR FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval by the shareholders to the final dividend (**Dividend**) at the 59th Annual General Meeting (**59th AGM**), the Register of Members and the Transfer Books of the Company will be closed at 5:00 pm on 8 May 2015 (**Books Closure Date**) for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrars, M&C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 up to 5:00 pm on the Books Closure Date will be registered to determine shareholders' entitlements to the Dividend. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Limited (**CDP**), the Dividend will be paid by the Company to CDP which will, in turn, distribute the Dividend entitlements to the CDP account-holders in accordance with its normal practice.

The Dividend, if so approved by shareholders, will be paid on 18 May 2015.

Special Note: Dress Code

Please be informed that the 59th AGM shall be held at the Jurong Country Club and Shareholders (and their respective proxies) are requested NOT to wear singlets, running shorts and slippers. Your co-operation in complying with Jurong Country Club's dress code is greatly appreciated.