

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Soo Kee Group Ltd (the “**Company**”) will be held at 7 Changi Business Park Vista, #01-01, Singapore 486042 on Monday, 30 April 2018 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and consider the Directors’ Statement and the audited financial statements of the Company for the financial year ended 31 December 2017 (“**FY2017**”) together with the Independent Auditors’ Report thereon. Resolution 1
2. To declare a first and final tax exempt (one-tier) dividend of 0.50 Singapore cents per ordinary share in the share capital of the Company (“**Share**”) for FY2017. Resolution 2
3. To re-elect Mdm. Lim Liang Eng who is retiring in accordance with Article 89 of the constitution of the Company (“**Constitution**”), as a director of the Company (“**Director**”). Resolution 3
4. To re-elect Mr. Ang Miah Khiang who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 4

[Mr. Ang Miah Khiang shall, upon re-election as a Director, remain as the Chairman of the Audit Committee of the Company and a member of the Nominating Committee and Remuneration Committee of the Company. Mr. Ang Miah Khiang shall be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”).]

5. To re-elect Mr. Low Chia Wing who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 5

[Mr. Low Chia Wing shall, upon re-election as a Director, remain as a member of the Nominating Committee, Audit Committee and Remuneration Committee of the Company. Mr. Low Chia Wing shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.]

The profiles of the above-mentioned Directors can be found under the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report 2017.

6. To approve the Directors’ fees of S\$465,000 for the financial year ending 31 December 2018, payable quarterly in arrears. Resolution 6
7. To re-appoint Messrs RSM Chio Lim LLP as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 7

AS SPECIAL BUSINESS

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

8. **Authority to allot and issue Shares** Resolution 8

That pursuant to Section 161 of the Companies Act, Cap. 50. and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors 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 and to such persons as the Directors may in their absolute discretion deem fit, provided that:-

(i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculations 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 (i) above, the percentage of the total number of issued Shares excluding treasury shares shall be based on the total number of issued Shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-

- (a) new Shares arising from the exercise or vesting of any convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
- (c) any subsequent bonus issue, consolidation or sub-division of Shares

(iii) 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)]

9. **Authority to allot and issue Shares under the Soo Kee Group Performance Share Plan** Resolution 9

That approval be and is hereby given to the Directors to:

- (a) offer and grant awards in accordance with the provisions of the Soo Kee Group Performance Share Plan (the “**Plan**”); and
- (b) allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued Shares from time to time.

[See Explanatory Note (ii)]

10. To transact any other business which may be properly transacted at an AGM.

Explanatory Notes:

- (i) The proposed Resolution 8, if passed, will empower the Directors from the date of the above AGM of the Company until the date of the next AGM of the Company, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company.

- (ii) The proposed Resolution 9, if passed, will empower the Directors to offer and grant awards and to issue and allot Shares pursuant to the Plan. The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of Shares which may be issued pursuant to the Plan is limited to 15% of the total number of issued Shares.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that, subject to shareholders’ approval for the proposed first and final tax exempt (one-tier) dividend of 0.5 Singapore cents per ordinary share (“**Share**”) in the capital of Soo Kee Group Ltd. (the “**Company**”) for the financial year ended 31 December 2017 (“**Proposed First and Final Dividend**”) at the forthcoming Annual General Meeting (“**AGM**”) of the Company to be held on 30 April 2018, the Share Transfer Books and Register of Members of the Company will be closed on 14 May 2018 for the purpose of determining members’ entitlements to the Proposed First and Final Dividend .

Duly completed registrable in respect of the Shares received up to the close of business at 5.00 p.m. on 11 May 2018 by the Company’s Share Registrar, B.A.C.S Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, will be registered to determine members’ entitlements to the Proposed First and Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with Shares as at 5.00 p.m. on 11 May 2018 will be entitled to the Proposed First and Final Dividend.

The Proposed First and Final Dividend, if approved by shareholders at the Company’s forthcoming AGM, will be paid on 23 May 2018.

By Order Of the Board

SEAH KIM SWEE

Company Secretary

Date: 6 April 2018

Notes:

- a) A member entitled to attend and vote at this AGM of the Company is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- b) If a proxy is to be appointed, the form of proxy must be deposited at the Company’s Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours before the AGM of the Company.
- c) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- d) In the case of joint shareholders, all holders must sign the form of proxy.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM of the Company 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 the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (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 member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Soo Kee Group Ltd. (the “**Company**”) will be held at 7 Changi Business Park Vista, #01-01, Singapore 486042 on 30 April 2018 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without any modifications, the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION 1

THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “SK JEWELLERY GROUP LIMITED” (THE “PROPOSED CHANGE OF NAME”)

That:

- (A) the name of the Company be changed from “Soo Kee Group Ltd.” to “SK Jewellery Group Limited” and that the name “Soo Kee Group Ltd.” be substituted with “SK Jewellery Group Limited” wherever the former name appears in the Company’s and are hereby; and
- (B) the directors of the Company (or any of them) be and are authorised to complete and do all such acts and things (including negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary)) in connection with the Proposed Change of Name as they may consider necessary, desirable or expedient to give effect to this resolution as they may deem fit.

BY ORDER OF THE BOARD

SOO KEE GROUP LTD.

Mr. Lim Yong Sheng

Executive Director and Group Chief Executive Officer

6 April 2018

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company’s option to treat this proxy form as invalid.
- (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member’s form of proxy appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

(“**relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act (Cap. 50).)

2. A proxy need not be a member of the Company.

3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 7 Changi Business Park Vista, #01-01, Singapore 486042, not less than 48 hours before the time appointed for the EGM. The completion and return of the proxy form by a member will not prevent him from attending and voting in person at the EGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.

Personal data privacy:

By attending the EGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 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.

*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this notice.*

This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr. Lim Hoon Khiat, Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898