



## KING WAN CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200001034R)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of KING WAN CORPORATION LIMITED (the "Company") will be held at the Board Room, 8 Sungei Kadut Loop, Singapore 729455 on Thursday, 30 July 2015 at 10.00 a.m. for the following purposes:

#### AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Report and the Audited Accounts for the year ended 31 March 2015 and the Auditors' Report thereon.  
**[Resolution No. 1]**
- To re-elect Ms. Chua Eng Eng who is retiring by rotation under Article 115 of the Company's Articles of Association.  
**[Resolution No. 2]**
- To re-elect Mr. Goh Chee Wee who is retiring by rotation under Article 115 of the Company's Articles of Association.  
**[Resolution No. 3]**
- To pass a resolution pursuant to Section 153(6) of the Companies Act, Cap. 50 to appoint Mr. Chua Kim Hua as Director of the Company to hold office until the next annual general meeting of the Company.  
**[Resolution No. 4]**
- To pass a resolution pursuant to Section 153(6) of the Companies Act, Cap. 50 to appoint Mr. Lim Hock Beng as Director of the Company to hold office until the next annual general meeting of the Company.  
**[Resolution No. 5]**
- To approve Directors' Fees of S\$176,000 for the year ending 31 March 2016 (2015: S\$176,000) to be paid in arrears.  
**[Resolution No. 6]**
- To approve the payment of a final one-tier tax exempt dividend of 1.0 cent per ordinary share for the year ended 31 March 2015.  
**[Resolution No. 7]**
- To re-appoint Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration.  
**[Resolution No. 8]**

#### AS SPECIAL BUSINESS:

- To approve the issue of shares pursuant to Section 161 of the Companies Act, Chapter 50.  
"THAT pursuant to Section 161 of the Act, Chapter 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to (a) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); (b) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; (c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues, 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 (d) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) to issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:-
  - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total issued shares (excluding treasury shares) in the capital of the Company, 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 pursuant to this Resolution) does not exceed 20% of the total issued shares (excluding treasury shares) in the capital of the Company;
  - for the purpose of determining the aggregate number of shares that may be issued (subject to such manner of calculation as may be prescribed by SGX-ST) under (i) above, the percentage of issued share capital shall be based on the issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Resolution is passed; and (2) any subsequent bonus issue or consolidation or sub-division 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 is waived by the SGX-ST) and the Company's Articles of Association; and
  - unless revoked or varied by the Company in 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 the earlier."**[Resolution No. 9]**

#### ORDER OF THE BOARD

**Eliza Lim Bee Lian**  
Company Secretary  
Singapore, 14 July 2015

#### NOTES:

A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead and the proxy need not also be a Member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at least 48 hours before the time appointed for the Meeting.

#### EXPLANATORY NOTES ON ORDINARY RESOLUTIONS TO BE TRANSACTED:

- Ms. Chua Eng Eng is an Executive Director of the Company.
- Mr. Goh Chee Wee is the Independent Director of the Company. If re-elected, he will remain as a member of the Audit Committee, Chairman of the Remuneration Committee and a member of the Nomination Committee.
- Mr. Chua Kim Hua is the Executive Chairman of the Company. If re-appointed, he will remain a member of the Nomination Committee.
- Mr. Lim Hock Beng is a Lead Independent Director, Chairman of the Audit Committee and also a member of the Remuneration Committee and Nomination Committee. If he is re-elected, he will continue as the Chairman of the Audit Committee and also a member of the Remuneration Committee and Nomination Committee.
- The Directors' Fees of S\$176,000 are fees payable to the Non-Executive Directors for the year ending 31 March 2016. Ordinary Resolution No. 6 if passed, will allow the Company to pay fees to directors on a quarterly basis, in arrears, as directors render their services during the course of the financial year ending 31 March 2016. This will facilitate directors' compensation for services rendered in a more timely manner.
- The Audit Committee has recommended that Deloitte & Touche LLP be re-appointed as Auditors.
- Resolution No. 9 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding 50% of the issued shares (excluding treasury shares) in the capital of the Company of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders, does not exceed 20% of the Company's issued shares (excluding treasury shares). For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 9 is passed, after adjusting for (a) 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 that Resolution No. 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

By Order of the Board

**Eliza Lim Bee Lian**  
Company Secretary  
14 July 2015

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company will be held at 8 Sungei Kadut Loop, Singapore 729455 on Thursday, 30 July 2015 at 11.00 a.m. or immediately after the conclusion of the Annual General Meeting scheduled for the same date, at the same place at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

#### Ordinary Resolution: Share Purchase Mandate of the Company

That

- for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 (the "Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed 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:-
  - market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
  - off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
  - the date on which the next Annual General Meeting of the Company is held; or
  - the date by which the next Annual General Meeting of the Company is required by law to be held;
- in this Resolution:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) consecutive market days, on which transactions in the Shares were recorded, before the day on which the Shares are transacted on the SGX-ST, immediately preceding the date of Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase pursuant to the equal access scheme, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) consecutive market days;

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed, in the case of both a Market Purchase of a Share and an Off-Market Purchase of a Share, 105% of the Average Closing Price of the Shares; and

"Prescribed Limit" means ten per cent (10%) of the issued Shares of the Company as at the date of passing of this Resolution;
- the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as may be permitted under the Act; and
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

#### BY ORDER OF THE BOARD

**Eliza Lim Bee Lian**  
Company Secretary  
14 July 2015  
Singapore

#### Notes:

- A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and any such proxy need not be a member of the Company.
- The instrument appointing a proxy must be lodged at the registered office of the Company at 8 Sungei Kadut Loop, Singapore 729455 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be duly executed either under its seal or under the hand of any officer or attorney duly authorised.

Transport arrangement has been made for the shareholders at the bus stop in front of Yew Tee MRT station. Transport will leave promptly at 9.40am