

# COSMOSTEEL HOLDINGS LIMITED

Company Registration No. : 200515540Z

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of CosmoSteel Holdings Limited (the "Company") will be held at Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Friday, 30 January 2015 at 10.00 a.m. to transact the following business:-

### ORDINARY BUSINESS

#### AS ORDINARY RESOLUTION

- To receive and adopt the Directors' Report, the Auditors' Report and the Audited Financial Statements of the Company for the financial year ended 30 September 2014. **(Resolution 1)**
- To declare a final dividend of 0.50 Singapore cent per ordinary share for the financial year ended 30 September 2014. **(Resolution 2)**
- To approve the payment of S\$10,500 as additional Directors' Fees for the financial year ended 30 September 2014 and S\$10,000 for Mr Low Beng Tin's Audit Committee membership in FY2013 which was omitted in AGM 2014. **(Resolution 3)**
- To approve the payment of S\$290,000 as Directors' Fees for the financial year ending 30 September 2015. **(Resolution 4)**
- To re-elect Mr Low Beng Tin, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 5)**
- To re-elect Mr Ong Chin Sum, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 6)**
- To re-elect Ms Tan Siok Chin, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 7)**
- To re-appoint Mr Jovenal R. Santiago, the Director retiring to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50. **(Resolution 8)**
- To re-appoint RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**

### SPECIAL BUSINESS

#### AS ORDINARY RESOLUTION

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

- That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company (the "Share Issue Mandate") to:

- (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, convertible securities or other instruments convertible into Shares; and/or
- (ii) notwithstanding that such authority conferred by this Resolution may have ceased to be in force at the time the Instruments are to be issued, issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or other 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

- (B) issue Shares in pursuance of any Instrument made or granted by the Directors pursuant to (A)(ii) and/or (A)(iii) above, notwithstanding that such authority may have ceased to be in force at the time the Shares are to be issued,

provided that:

- (I) 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 fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (II) 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 pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (II) below);

- (II) (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 (I) above, the percentage of issued Shares shall be based on the Company's total number of issued Shares (excluding treasury shares) 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 exercise of 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;

- (III) in exercising such authority, 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

- (IV) unless revoked or varied by the Company in general meeting by ordinary resolution, 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, or the expiration of such other period as may be prescribed by the Companies Act, Chapter 50, and every other legislation for the time being in force concerning companies and affecting the Company, whichever is the earliest. **(Resolution 10)**

- That authority be and is hereby given to the Directors of the Company to offer and grant share options in accordance with the provisions of the Cosmosteel Employee Share Option Scheme approved by shareholders in general meeting held on 28 March 2007 (the "Scheme") and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the share options under the Scheme (notwithstanding that such allotment and issue may occur after the conclusion of the next or any ensuing Annual General Meeting of the Company). **(Resolution 11)**

- To transact any other ordinary business of an Annual General Meeting.

### NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 2 March 2015 for determining the shareholders' entitlements to the proposed final dividends. Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 27 February 2015 will be registered to determine shareholders' entitlements to the proposed final dividends. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 27 February 2015 will be entitled to the dividends.

The proposed final dividends, if approved by shareholders at the Annual General Meeting of the Company, will be paid on 13 March 2015.

BY ORDER OF THE BOARD

Lee Pih Peng  
Company Secretary  
14 January 2015  
Singapore

### EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES TO BE TRANSACTED:-

#### Ordinary Business

- Ordinary Resolution 3, if passed, will allow the Company to pay Directors' fees of S\$10,500 to Directors for their attendance of the two additional Board meetings held in the financial year ended 30 September 2014. This amount is in excess of the amount of Directors' Fees (FY2014: S\$280,000) approved for the payment to the Directors in the last annual general meeting of the Company.
- Ordinary Resolution 4, if passed, will allow the Company to pay Directors' Fees to Directors (on a quarterly basis in arrears) as services are rendered by Directors during the course of the financial year ending 30 September 2015. This will facilitate Directors' compensation for services rendered in a timely manner. In the event of unforeseen circumstances, such as the appointment of an additional Director, additional unscheduled Board meetings and the formation of additional Board Committees, resulting in the amount proposed being insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.
- Ordinary Resolution 5, if passed, will re-appoint Mr Low Beng Tin as Director of the Company. Mr Low Beng Tin will, upon the re-appointment, remain as the Chairman of the Board of Directors and a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST following his re-classification as an independent director with effect from 4 September 2014. In addition, as Mr Low Beng Tin, who was appointed to the Board on 9 November 2005, has served on the Board for more than nine years, the Board has reviewed his independence taking into consideration, inter alia, the criterion for independence as provided for under the Code of Corporate Governance 2012, and is satisfied that Mr Low has, and will continue to exercise independent business judgment with a view to the best interests of the Company, notwithstanding the length of tenure of his service.
- Ordinary Resolution 7, if passed, will re-appoint Ms Tan Siok Chin as Director of the Company. Ms Tan Siok Chin will, upon the re-appointment, remain as the chairperson of the Nominating Committee, and a member of each of the Audit Committee and the Remuneration Committee. She will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- Ordinary Resolution 8, if passed, will re-appoint Mr Jovenal R. Santiago as Director of the Company to hold office until the next Annual General Meeting of the Company. Mr Santiago will, upon the re-appointment, remain as the chairperson of the Audit Committee, and a member of each of the Remuneration Committee and the Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

#### Special Business

- Ordinary Resolution 10, if passed, will empower the Directors of the Company to, from the date of the above Annual General Meeting of the Company 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 the expiration of such other period as may be prescribed by the Companies Act, Chapter 50, and every other legislation for the time being in force concerning companies and affecting the Company, whichever is the earliest, allot and issue Shares, to make or grant Instruments, and to issue Shares in pursuance of such Instruments for such purposes as they consider in the interests of the Company.

The aggregate number of Shares that the Directors may allot and issue under this Resolution (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares), of which the aggregate number of Shares to be issued other than on a pro rata basis shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution), to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:

- new Shares arising from the conversion or exercise of any convertible securities;
- new Shares arising from exercise of 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 sub-division of Shares.

- Ordinary Resolution 11, if passed, will empower the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the share options under the Scheme, notwithstanding that such allotment and issue may occur after the conclusion of the next or any ensuing Annual General Meeting of the Company.

This authority is in addition to the general authority to issue Shares sought under Resolution 10.

#### Note:-

A member of the Company (a "Member") entitled to attend and vote at the Annual General Meeting of the Company ("AGM") is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a Member. The instrument appointing the proxy must be deposited at the registered office of the Company at 50 Raffles Place, #06-00, Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time set for holding the AGM.

#### Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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 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.