

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of Auric Pacific Group Limited (the "Company") will be held at Mandarin Ballroom III, Level 6, Mandarin Orchard Singapore, 333 Orchard Road, Singapore 238867 on Wednesday, 30 April 2014 at 10.00 a.m. for the following purpose:

AS ORDINARY BUSINESS

1. To receive and adopt the directors' report and the audited financial statements for the financial year ended 31 December 2013, and the auditors' report thereon. **(Resolution 1)**
2. To approve a one-tier tax exempt final dividend of 2 cents per share for the financial year ended 31 December 2013. **(Resolution 2)**
3. To approve directors' fees of S\$574,000 payable by the Company for the financial year ended 31 December 2013. (Approved directors' fees for financial year ended 31 December 2012: \$492,000). **(Resolution 3)**
4. To re-elect the following directors who are retiring by rotation under Article 91 of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:
 - a. Dr. Lim Boh Soon **(Resolution 4)**
(See Explanatory Note 1)
 - b. Mr. Edwin Neo **(Resolution 5)**
(See Explanatory Note 2)
5. To re-appoint Ernst & Young LLP as auditors of the Company for the ensuring year and to authorise the directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares

That authority be given to the directors of the Company to:-

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

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

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent of the total number of issued Shares 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 under the Instruments made or granted under this Resolution) shall not exceed 20 per cent of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Listing Manual of 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 shall be based on the total number of issued Shares in the capital of the Company 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 exercising 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;
- (3) 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 for the time being of the Company; and
- (4) unless revoked or varied by the Company in a 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 7)

(See Explanatory Note 3)

AS OTHER BUSINESS

7. To transact any other business that may be transacted at an annual general meeting.

By Order of the Board

Tan T'eng Ta' Benedict
Company Secretary

Singapore, 15 April 2014

Notes:

- (1) 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 in his stead.
- (2) 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 50 Collyer Quay #06-03 OUE Bayfront, Singapore 049321 not less than 48 hours before the time appointed for holding the meeting.

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Explanatory Notes

1. Resolution 4

If re-elected, Dr. Lim Boh Soon, an independent non-executive director of the Company, shall remain as Chairman of the Nomination Committee, and member of the Audit and Risk Committee and Remuneration Committee. Dr. Lim does not have any relationships including immediate family relationships with any director, the Company and any shareholder holding 10 per cent or more Shares.

2. Resolution 5

If re-elected, Mr. Edwin Neo shall remain as an independent non-executive director of the Company. Mr. Neo does not have any relationships including immediate family relationships with any director, the Company and any shareholder holding 10 per cent or more Shares.

3. Resolution 7

The proposed Resolution 7, if passed, is to authorise the directors of the Company from the date of the Annual General Meeting until the next Annual General Meeting to issue Shares and/or make or grant Instruments that might require Shares to be issued, and to issue Shares in pursuance of such Instruments, up to a limit of 50 per cent of the total number of issued Shares in the capital of the Company, with a sub-limit of 20 per cent for issues other than on a *pro rata* basis, calculated in accordance with and subject to the terms under Resolution 7.