

## NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Neo Group Limited (the "Company") will be held at The Star Performing Arts Centre, 1 Vista Exchange Green, The Star Gallery @ Level 3, Singapore 138617 on Thursday, 30 July 2015 at 11:30 a.m. to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements for the financial period from 1 February 2014 to 31 March 2015 and the Directors' Reports and the Auditor's Report thereon. **(Resolution 1)**
- To declare a tax exempt (one-tier) final dividend of S\$0.0105 per ordinary share in respect of the financial period from 1 February 2014 to 31 March 2015. **(Resolution 2)**
- To approve the proposed Directors' fees of S\$195,832 for the financial period from 1 February 2014 to 31 March 2015. **(Resolution 3)**
- To re-elect the following Directors retiring pursuant to Article 98 of the Company's Articles of Association:  
(a) Mr Liew Choh Khing [See Explanatory Note (a)] **(Resolution 4)**  
(b) Mr Tan Lye Huat [See Explanatory Note (b)] **(Resolution 5)**  
(c) Mr Ng How Hwan, Kevin [See Explanatory Note (c)] **(Resolution 6)**
- To re-elect Mr Yeo Kok Tong retiring pursuant to Article 102 of the Company's Articles of Association. **(Resolution 7)**  
[See Explanatory Note (d)]
- To re-appoint Messrs BDO LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**

### SPECIAL BUSINESS

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

#### 7. AUTHORITY TO ALLOT AND ISSUE SHARES

"That pursuant to Section 161 of the Companies Act, Chapter 50 and the Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue and allot new shares ("Shares") in the capital of the Company whether by way of rights, bonus or otherwise, and/or 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 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, PROVIDED ALWAYS that:

- (1) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company ("Shareholders") are not given the opportunity to participate in the same on a pro-rata basis ("non pro-rata basis"), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the issued Shares of the Company (excluding treasury shares) at the time such authority was conferred, after adjusting for:  
(a) new Shares arising from the conversion or exercise of any convertible securities;  
(b) new Shares arising from the exercising share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and  
(c) any subsequent consolidation or subdivision of the Shares;  
and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Rules of Catalyst of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association of the Company for the time being; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority so conferred shall continue to be 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 earlier." [See Explanatory Note (e)] **(Resolution 9)**

#### 8. AUTHORITY TO ISSUE SHARES UNDER THE NEO GROUP EMPLOYEE SHARE OPTION SCHEME

"That pursuant to Section 161 of the Companies Act, Chapter 50 and the provisions of the Neo Group Employee Share Option Scheme ("ESOS"), authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the ESOS, provided that the aggregate number of additional ordinary Shares to be issued pursuant to the ESOS and Neo Group Performance Share Plan ("PSP") collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time." [See Explanatory Note (f)] **(Resolution 10)**

#### 9. AUTHORITY TO ISSUE SHARES UNDER THE NEO GROUP PERFORMANCE SHARE PLAN

"That pursuant to Section 161 of the Companies Act, Chapter 50 and the provisions of the Neo Group Performance Share Plan ("PSP"), authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the PSP, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the ESOS and PSP collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time. [See Explanatory Note (g)] **(Resolution 11)**

10. To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board  
**Pan Mi Keay**  
Company Secretary  
13 July 2015, Singapore

### Explanatory Notes:

- Key information on Mr Liew Choh Khing, who is seeking re-election as a Director of the Company under item 4(a) above (under the heading "Ordinary Business") is found on page 120 of the Annual Report. Details of the share interests of Mr Liew Choh Khing in the Company can be found in pages 58 & 119 of the Annual Report. Mr Liew Choh Khing is the Executive Director and brother of Ms Liew Oi Peng, who is also the Executive Director of the Company and spouse of Mr Neo Kah Kiat, the Executive Chairman and Chief Executive Officer of the Company.
- Key information on Mr Tan Lye Huat, who is seeking re-election as a Director of the Company under item 4(b) above (under the heading "Ordinary Business") is found on page 120 of the Annual Report. Mr Tan Lye Huat will remain as the Lead Independent Director, Chairman of the Audit and Risk Committee and Nominating Committee upon re-election as a Director of the Company and will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst. There are no relationships (including immediate family relationships) between Mr Tan Lye Huat and the other Directors, or the Company, or its 10% shareholders.
- Key information on Mr Ng How Hwan, Kevin, who is seeking re-election as a Director of the Company under item 4(c) above (under the heading "Ordinary Business") is found on page 120 of the Annual Report. Mr Ng How Hwan, Kevin will remain as the Chairman of the Remuneration Committee and the Member of the Nominating Committee upon re-election as a Director of the Company. Details of the share interests of Mr Ng How Hwan, Kevin in the Company can be found in pages 58 & 119 of the Annual Report.
- Key information on Mr Yeo Kok Tong, who is seeking re-election as a Director of the Company under item 5 above (under the heading "Ordinary Business") is found on page 120 of the Annual Report. Mr Yeo Kok Tong will remain as the member of the Audit and Risk Committee and Remuneration Committee upon re-election as a Director of the Company and will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst. There are no relationships (including immediate family relationships) between Mr Yeo Kok Tong and the other Directors, or the Company, or its 10% shareholders.
- The proposed ordinary resolution 9, if passed, will empower the Directors of the Company from the date of the above meeting to issue shares in the Company up to an amount not exceeding 100% of the total number of issued shares in the capital of the Company with a sub-limit of 50% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interest of the Company. The authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The proposed ordinary resolution 10, if passed, will empower the Directors of the Company to allot and issue Shares pursuant to the exercise of such options under the ESOS. The aggregate amount of new Shares over which the Company may grant options on any date, when added to the amount of new Shares to be issued in respect of all options granted under the ESOS, and all awards vested under PSP of the Company and for the time being in force, collectively shall not exceed total 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time.
- The proposed ordinary resolution 11, if passed, will empower the Directors of the Company to allot and issue Shares in the Company collectively of up to a number not exceeding in total 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company from time to time pursuant to the grant of share awards under the PSP.

### Notes:

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 1 Enterprise Road, Singapore 629813 not less than 48 hours before the meeting.
- The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- In the case of joint shareholders, all holders must sign the form of proxy.
- The Chairman of the Meeting will be exercising his rights under article 65 of the Company's articles of association to call for all resolutions at the Meeting and at any adjournment thereof to be put to the vote by way of poll. Accordingly, each resolution at the Meeting will be voted on by way of a poll.

### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.