

COSMOSTEEL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200515540Z)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of CosmoSteel Holdings Limited (the "**Company**") will be held at Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Tuesday, 3 March 2015 at 10.00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED SUBSCRIPTION

THAT subject to and contingent upon the passing of Ordinary Resolution 2 and Ordinary Resolution 3 below:

- (a) approval be and is hereby given for the allotment and issue of 26,400,000 new ordinary shares in the capital of the Company (the "**Subscription Shares**") to Hanwa Co., Ltd. ("**Hanwa**") at an issue price of S\$0.58 (the "**Subscription Price**") for each Subscription Share, upon the terms and subject to the conditions in the subscription agreement dated 1 December 2014 between the Company and Hanwa; and
- (b) the directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

ORDINARY RESOLUTION 2

THE PROPOSED STRATEGIC ALLIANCE

THAT subject to and contingent upon the passing of Ordinary Resolution 1 above and Ordinary Resolution 3 below:

- (a) the terms of the strategic alliance agreement dated 1 December 2014 between the Company and Hanwa be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

ORDINARY RESOLUTION 3

THE PROPOSED ADOPTION OF THE IPT MANDATE

THAT:

- (a) approval be and is hereby given for the Company, its subsidiaries and associated companies (if any) which fall within the definition of "entities at risk" under Chapter 9 of the listing manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") or any of them to enter into any transaction falling within the categories of interested person transactions set out in the Company's circular to shareholders dated 16 February 2015 (the "**Circular**"), with any party who is of the class or classes of interested persons described in the Circular, provided that such transaction is made on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders, and is entered into in accordance with the review procedures for interested person transactions as set out in the Circular (such shareholders' general mandate hereinafter called the "**IPT Mandate**");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier;
- (c) the audit committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual, which may be prescribed by the SGX-ST from time to time; and
- (d) the directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to these resolutions and the IPT Mandate, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

BY ORDER OF THE BOARD

Ong Chin Sum
Chief Executive Officer and Executive Director
16 February 2015
Singapore

Notes:

- (a) A member entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (b) The instrument appointing a 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 48 hours before the time appointed for holding the EGM.