NOTICE OF ANNUAL GENERAL MEETING

PS GROUP HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Quality Hotel Marlows, Emerald Room, 393 Both Kallang Road Singapore 399970 on 26 April 2017 at 3:00 p.m. for the following purposes:

ORDINARY BUSINESS
1) To receive and adopt the Directors’ Statement and the audited financial statements for the financial year ended 31 December 2016 together with the Independent Auditor’s Report thereon.
2) To re-elect the following directors of the Company (the “Directors”) pursuant to Article 98 of the Constitution of the Company:
   a) Mr Teo Choon Hock
   b) Mr Tan Jee Ming
3) To resolve to allot and issue shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and
4) (i) to make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be allotted and issued pursuant to the Companies Act; and
   (ii) to make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be allotted and issued pursuant to the Companies Act
   (See Explanatory Note 2)
5) To resolve to allot and issue shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and
6) Authority to allot and issue shares
   (1) new Shares arising from the conversion or exercise of convertible securities;
   (2) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing this resolution, provided the options or vesting were granted in compliance with the Listing Manual;
   (3) subject to a subsequent bonus issue, consolidation or subdivision of Shares;
   (4) any subsequent bonus issue, consolidation or subdivision of Shares;
   (5) any subsequent bonus issue, consolidation or subdivision of Shares;
   (6) subject to a subsequent bonus issue, consolidation or subdivision of Shares;

SPECIAL BUSINESS
To consider and, if thought fit, to pass the following ordinary resolutions, with or without any modification:

1) Authorise and deploy to the Directors and allot and issue Shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and
2) Authorise and deploy to the Directors and allot and issue Shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and
3) Authorise and deploy to the Directors and allot and issue Shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and
4) Authorise and deploy to the Directors and allot and issue Shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and
5) Authorise and deploy to the Directors and allot and issue Shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and
6) Authorise and deploy to the Directors and allot and issue Shares in the capital of the Company (“Shares”) whether by way of bonus, rights or otherwise, and for all such purposes as the Directors may in their absolute discretion deem fit; and

EXPLANATORY NOTES:
1) Resolution 2 above, Mr. Teo Choon Hock is the Executive Chairman and a controlling shareholder of the Company. Siew as disclosed, there is no relationship (including immediate family relationships) between Mr. Teo Choon Hock and the other Directors, the President, the CEO, the Company Secretary, Mr. Lee Bee Fong, Mr. Tan Jee Ming, the other Officers, the Company or its 10% shareholders and the detailed information on Mr. Teo Choon Hock is set out in the section entitled “Board of Directors” and in the Corporate Governance Report section of the Company’s Annual Report 2016.
2) In relation to the resolution to allot and issue Shares pursuant to “Instruments”, the Company’s constitution the SGX-ST Listing Manual; and
3) In relation to the resolution to allot and issue Shares pursuant to “Instruments”, the Company’s constitution the SGX-ST Listing Manual; and
4) In relation to the resolution to allot and issue Shares pursuant to “Instruments”, the Company’s constitution the SGX-ST Listing Manual; and
5) In relation to the resolution to allot and issue Shares pursuant to “Instruments”, the Company’s constitution the SGX-ST Listing Manual; and
6) In relation to the resolution to allot and issue Shares pursuant to “Instruments”, the Company’s constitution the SGX-ST Listing Manual; and

PROXY
A person desiring to be a proxy to attend and to vote at the Annual General Meeting, and to hardship, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

NOTICE OF ANNUAL GENERAL MEETING
PS GROUP HOLDINGS LTD.

30 April 2017

By Order of the Board

Lee Bee Fong

Company Secretary

Singapore, 3 April 2017

EXPLANATORY NOTES:
1) (See Explanatory Note 2)
2) (See Explanatory Note 3)
3) (See Explanatory Note 4)
4) (See Explanatory Note 5)
5) (See Explanatory Note 6)

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