

**SPINDEX INDUSTRIES LIMITED**

(Incorporated in the Republic of Singapore)

(Registration No. 198701451M)

**NOTICE OF THE 27TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 27<sup>th</sup> Annual General Meeting of the Company will be held at 6 Neythal Road Singapore 628573 on Friday, 24 October 2014 at 2.30 p.m. for the following purposes:

**AS ROUTINE BUSINESS:**

1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 30 June 2014, together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final dividend of 2.20 cents per ordinary share tax exempt (one-tier) for the financial year ended 30 June 2014 (previous year: final dividend of 1.80 cents per ordinary share tax exempt (one-tier)). **(Resolution 2)**
3. To re-elect Mr Tan Heok Ting as a Director under Article 115 of the Company's Articles of Association. [See Explanatory Note (i)] **(Resolution 3)**
4. To re-elect Mr Chen Chang Rong as a Director under Article 115 of the Company's Articles of Association. [See Explanatory Note (ii)] **(Resolution 4)**
5. To approve the payment of Directors' fees of S\$120,000 for the financial year ended 30 June 2014 (previous year: S\$120,000). **(Resolution 5)**
6. To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other routine business that may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS:**

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

## 8. "SHARE ISSUE MANDATE"

"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") and notwithstanding the provisions of the Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:

- a. (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "instruments") that may or would require shares to be issued, including but not limited to the creation and issue of 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; and
- 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 while this Resolution was in force,

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 of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro rata basis to shareholders of the Company with registered addresses in Singapore (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed ten per cent (10%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares of the Company shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:
  - (1) new shares arising from the conversion or exercise of any convertible securities;
  - (2) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (3) any subsequent bonus issue, consolidation or subdivision of shares;
- (iii) 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
- (iv) unless revoked or varied by the Company in 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 (iii)]

By Order of the Board

Abdul Jabbar Bin Karam Din

Joint Company Secretary

Singapore, 8 October 2014

**Explanatory Notes**

- (i) **Resolution 3** – Mr Tan Heok Ting, upon re-election as a Director of the Company, will remain as the Managing Director of the Company.
- (ii) **Resolution 4** – Mr Chen Chang Rong, upon re-election as a Director of the Company, will remain as an executive director and a member of the Audit Committee of the Company.
- (iii) **Resolution 7** – If passed, is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 7 (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 the Company, with a sub-limit of ten per cent (10%) for shares issued other than on a pro rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 7, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities and (ii) any subsequent bonus issue, consolidation or subdivision of shares.

**Notes:**

1. A member of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
3. The instrument appointing a proxy must be lodged at the registered office of the Company at 6 Neythal Road, Singapore 628573 not less than forty eight (48) hours before the time fixed for the Annual General Meeting.