



TAT SENG PACKAGING GROUP LTD

(Company Registration Number: 197702806M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tat Seng Packaging Group Ltd (the “**Company**”) will be held at 348 Jalan Boon Lay, Singapore 619529 on Friday, 21 April 2017 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2016 together with the Auditors’ Report thereon. **[Resolution 1]**
- To declare a final dividend (tax exempt one-tier) of S\$0.02 per ordinary share (“**Final Ordinary Dividend**”) and a special final dividend (tax exempt one-tier) of S\$0.01 per ordinary share (“**Special Final Ordinary Dividend**”) for the financial year ended 31 December 2016 (2015: Final Ordinary Dividend of S\$0.01 per ordinary share and a Special Final Ordinary Dividend of S\$0.01 per ordinary share (both tax exempt one-tier)). **[Resolution 2]**
- To re-elect the following Directors of the Company, retiring pursuant to Regulation 91 of the Constitution of the Company:
(i) Dr Allan Yap **[Resolution 3]**
(ii) Madam Cheong Poh Hua **[Resolution 4]**
[See Explanatory Note (1)]
- To re-elect Mr Lee Po On, Mark, a Director of the Company, who will retire pursuant to Regulation 97 of the Constitution of the Company and who, being eligible, offer himself for re-election. **[Resolution 5]**
[See Explanatory Note (2)]
- To approve the payment of Directors’ fees of S\$192,135 for the financial year ended 31 December 2016. (2015: S\$175,000) **[Resolution 6]**
- To approve the payment of Directors’ fees of S\$189,000 for the financial year ending 31 December 2017 to be paid half yearly in arrears. **[Resolution 7]**
[See Explanatory Note (3)]
- To re-appoint KPMG LLP as Auditors and to authorise the Directors of the Company to fix their remuneration. **[Resolution 8]**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolution with or without amendments as Ordinary Resolution:

9. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (i) issue shares in the capital of 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 (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon 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

- (b) (notwithstanding 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 of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution 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 sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (3) in exercising the Share Issue Mandate 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 Constitution of the Company; and
- (4) unless revoked or varied by the Company in general meeting, the Share Issued Mandate shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments, whichever is earlier.

[See Explanatory Note (4)]

[Resolution 9]

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE FOR FINAL ORDINARY DIVIDEND AND SPECIAL FINAL ORDINARY DIVIDEND

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Tat Seng Packaging Group Ltd (the “**Company**”) will be closed on 5 May 2017 for the purpose of determining the entitlements to the Final Ordinary Dividend and Special Final Ordinary Dividend to be proposed at the Annual General Meeting (“**AGM**”) of the Company to be held on 21 April 2017.

Duly completed registrable transfers received by the Company’s Share Registrar, M & C Services Private Limited, of 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 4 May 2017 will be registered to determine members’ entitlements to the said Final Ordinary Dividend and Special Final Ordinary Dividend. Members whose Securities Account with The Central Depository (Pte) Ltd are credited with shares at 5.00 p.m. on 4 May 2017 will be entitled to the proposed Final Ordinary Dividend and Special Final Ordinary Dividend.

The proposed payment of the Final Ordinary Dividend and Special Final Ordinary Dividend, if approved by the members at the AGM to be held on 21 April 2017, will be made on 15 May 2017.

BY ORDER OF THE BOARD

Chew Kok Liang
Company Secretary
Singapore
6 April 2017

Explanatory Notes:

- Resolutions 3 and 4 - Dr Allan Yap will, upon re-election as the Director of the Company, remain as the Executive Chairman of the Company. Madam Cheong Poh Hua will, upon re-election as the Director of the Company, remain as the Executive Director and a member of the Risk Management Committee.
- Resolution 5 - Mr Lee Po On, Mark will, upon re-election as the Director of the Company, remain as the Non-Executive and Independent Director, a member of Audit Committee, Remuneration Committee and Nominating Committee respectively, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- Resolution 7 is to allow the Company to pay Directors’ fees to all Non-Executive Directors in arrears on a half yearly basis for the financial year ending 31 December 2017. In the event that the amount of the Directors’ fee proposed is insufficient, approval will be sought at the next year’s annual general meeting for payments to meet the shortfall.
- Resolution 9, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of 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 or such authority is varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:-

- A Member of the Company (other than a Relevant Intermediary*) is entitled to attend and vote at the Annual General Meeting (the “**Meeting**”) 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.
- A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
- The instrument appointing a proxy must be deposited at the office of the Company’s Share Registrar, **M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902 not less than forty-eight hours** before the time appointed for holding the Meeting.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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, proxy 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.