

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sin Ghee Huat Corporation Ltd. (the "Company") will be held at 32 Penhas Road, #01-01, Singapore 208191 on Wednesday, 24 October 2012 at 11.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2012 and the reports of the Directors and the Auditors thereon. **Resolution 1**
2. To approve the Directors' fees of \$142,000 (2012: \$148,000) payable quarterly in arrear for the financial year ending 30 June 2013. **Resolution 2**
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:
  - (a) Mr Goh Chee Wee (retiring under Article 107) **Resolution 3**
  - (b) Mr Hoon Tai Meng (retiring under Article 107) **Resolution 4**
  - (c) Mr Kua Peng Chuan (retiring under Article 117) **Resolution 5***Both Mr Goh Chee Wee and Mr Hoon Tai Meng will, upon re-election as Directors of the Company, remain as members of the Audit Committee and will be considered independent for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").*
4. To note the retirement of Mr Kua Eng Wah and Mr Kua Chee Meng as Executive Directors of the Company (see Explanatory Note).
5. To declare a one-tier tax exempt dividend of 2 cents per share for the financial year ended 30 June 2012. **Resolution 6**
6. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**
7. To transact such other business which may be properly transacted at an annual general meeting of the Company.

**AS SPECIAL BUSINESS**

8. To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolution:  
**SHARE ISSUE MANDATE**  
THAT pursuant to the Listing Rules of the SGX-ST and the Company's Articles of Association, authority be and is hereby given to the Directors to:
  - (a) issue shares in the capital of the Company whether by way of bonus issue, rights issue or otherwise; and/or
  - (b) 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; and/or
  - (c) issue additional Instruments convertible into shares arising from adjustments made to the number of Instruments  
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 (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:
    - (i) the aggregate number of shares and convertible securities 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 50% of the total number of issued shares (excluding treasury shares) of the Company, of which the aggregate number of shares and convertible securities (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company, and for the purpose of this Resolution, the issued share capital shall be the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
      - (aa) new shares arising from the conversion or exercise of convertible securities;
      - (bb) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST; and
      - (cc) any subsequent consolidation or subdivision of shares; and
    - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue to be in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

9. To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolution:  
**AUTHORITY TO GRANT OPTIONS AND TO ISSUE SHARES UNDER THE SIN GHEE HUAT SHARE OPTION SCHEME**  
THAT authority be and is hereby given to the Directors to offer and grant options from time to time in accordance with the provisions of the Sin Ghee Huat Share Option Scheme (the "Scheme"), and, pursuant to Section 161 of the Companies Act, Chapter 50, 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 Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company from time to time, as determined in accordance with the provisions of the Scheme. **Resolution 9**

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of SIN GHEE HUAT CORPORATION LTD. will be closed on 2 November 2012 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 1 November 2012 will be registered to determine shareholders' entitlements to the Final dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 1 November 2012 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the shareholders at the Annual General Meeting to be held on 24 October 2012, will be made on 14 November 2012.

**BY ORDER OF THE BOARD**

Ms Joanna Lim Lan Sim  
Company Secretary  
1 October 2012  
Singapore

**Statement Pursuant to Article 71 of the Company's Articles of Association**

**The effects of the resolutions under the heading "As Special Business" in this Notice of the Annual General Meeting are:**

1. Resolution no. 8, if passed, will authorise the Directors from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares) of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company. Rule 806(3) of the Listing Rules of the SGX-ST currently provides that the percentage of issued share capital is based on the share capital of the Company at the time the mandate is passed after adjusting for:
  - (a) new shares arising from the conversion or exercise of convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Rules of the SGX-ST; and
  - (c) any subsequent consolidation or subdivision of shares.This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
2. Resolution no. 9, if passed, will empower the Directors to offer and grant options under the Sin Ghee Huat Share Option Scheme and to allot and issue shares pursuant to the exercise of such options under the Sin Ghee Huat Share Option Scheme. The aggregate nominal amount of new shares over which the Company may grant options on any date, when added to the nominal amount of new shares issued and issuable in respect of (a) all options granted under the Scheme, and (b) all awards granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company on the day preceding that date.

**Explanatory Note:**

Mr Kua Chee Meng and Mr Kua Eng Wah had indicated their intention to retire at the Annual General Meeting ("AGM"). Mr Kua Chee Meng and Mr Kua Eng Wah shall accordingly cease as Executive Directors of the Company at the conclusion of the AGM.

**Notes:**

- (1) A shareholder of the Company entitled to attend and vote at a meeting of the Company ("Meeting") is entitled to appoint a proxy and vote in his stead.
- (2) A proxy need not be a shareholder of the Company.
- (3) If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 32 Penhas Road, #01-01, Singapore 208191 not later than 48 hours before the time appointed for the Meeting.