

## 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, 28 October 2009 at 11.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements of the Company for the financial year ended 30 June 2009, the Report of Directors and the Independent Auditors' Report. **Resolution 1**
2. To approve the Directors' fees of \$137,000 for the financial year ended 30 June 2009. **Resolution 2**
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:  
(a) Mr Tan Lye Heng Paul (retiring under Article 107) **Resolution 3**  
(b) Mr Hoon Tai Meng (retiring under Article 107) **Resolution 4**  
*Mr Tan Lye Heng Paul whom will, upon re-election as a Director of the Company, remain the Chairman 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.*  
*Mr Hoon Tai Meng whom will, upon re-election as a Director of the Company, remain a member 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.*
4. To note the retirement of Mr Hong Pian Tee as a Director of the Company who retires in accordance with Article 107 and will not be seeking re-election at the Annual General Meeting.  
*Upon Mr Hong Pian Tee's retirement at the conclusion of this Annual General Meeting, he will accordingly relinquish his position as the Chairman of the Board, Chairman of the Remuneration Committee and a member of the Audit Committee.*
5. To declare a final one-tier tax exempt dividend of 1.0 cent per share for the financial year ended 30 June 2009. **Resolution 5**
6. To re-appoint Messrs LTC LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

## AS SPECIAL BUSINESS

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

7. **SHARE ISSUE MANDATE**  
THAT pursuant to the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Company's Articles of Association, authority be and is hereby given to the Directors to:  
(i) issue shares in the capital of the Company whether by way of bonus issue, rights issue 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 of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and/or  
(iii) 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 Instrument made or granted by the Directors while this Resolution was in force, provided that:  
(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of any Instruments made or granted pursuant to this Resolution):  
(A) by way of renounceable rights issues on a *pro rata* basis to shareholders of the Company ("Renounceable Rights Issues") shall not exceed 100% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below); and  
(B) otherwise than by way of Renounceable Rights Issues ("Other Shares Issues") shall not exceed 50% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 20% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below);  
(2) the Renounceable Rights Issues and Other Shares Issues shall not, in aggregate, exceed 100% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below);  
(3) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraphs (1)(A) and (1)(B) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:  
(i) new shares arising from the conversion or exercise of any convertible securities or shares options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and  
(ii) any subsequent bonus issue or consolidation or subdivision of shares;  
(4) 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  
(5) (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.
8. **PLACEMENT OF SHARES UNDER THE SHARE ISSUE MANDATE AT MORE THAN 10% DISCOUNT**  
THAT notwithstanding Rule 811 of the Listing Manual, the Directors of the Company be and are hereby authorised to issue shares and/or Instruments other than on a *pro rata* basis pursuant to the aforesaid general mandate at a discount not exceeding 20% to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement in relation to such shares and/or Instruments is executed, provided that:  
(a) 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  
(b) (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.
9. **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**

## AS OTHER BUSINESS

10. To transact any other business that may be properly transacted at an Annual General Meeting of the Company.

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of SIN GHEE HUAT CORPORATION LTD. will be closed on 5 November 2009 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 8 Cross Street, #11-00 PWC Building, Singapore 048424 up to 5.00 p.m. on 4 November 2009 will be registered to determine shareholders' entitlements to the said dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 4 November 2009 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 28 October 2009, will be made on 16 November 2009.

## BY ORDER OF THE BOARD

Ms Joanna Lim Lan Sim  
Company Secretary

8 October 2009  
Singapore

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

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

1. Resolution no. 7 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments; up to a number not exceeding (i) 100% for Renounceable Rights Issues and (ii) 50% for Other Shares Issues, of which up to 20% may be issued other than on a *pro rata* basis to shareholders, provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares) in the capital of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share option or vesting of share awards which are outstanding or subsisting at the time that Resolution No. 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.  
The authority for undertaking 100% Renounceable Rights Issues is proposed pursuant to the SGX-ST's news release of 19 February 2009 which introduced further measures to accelerate and facilitate the fund raising efforts of listed issuers.
2. Resolution no. 8 is to authorize the Directors to issue new shares to subscribers or placees at a discount of not more than 20% to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed.  
The maximum pricing discount of 20% is proposed pursuant to the SGX-ST's news release of 19 February 2009 which introduced further measures to accelerate and facilitate the fund raising efforts of listed issuers.
3. 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.

## 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.