

SIN GHEE HUAT CORPORATION LTD.

Registration Number: 197700475Z
(Incorporated in the Republic of Singapore)



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, 19 October 2016 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 2016 and the Statement of Directors and the Report of the Auditors thereon. **Resolution 1**
2. To approve the Directors' fees of \$151,000 (2016: \$151,000) payable quarterly in arrear for the financial year ending 30 June 2017. **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 and Mr Hoon Tai Meng will, upon re-election as Directors of the Company, remain as the Chairman of the Audit Committee and members of the Audit Committee respectively, and will be considered independent for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

[See Explanatory Note (a) and (b)]
4. To declare a Final one-tier tax exempt dividend of 0.5 cents per share for the financial year ended 30 June 2016. **Resolution 5**
5. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
6. To transact such other business which may be properly transacted at an annual general meeting of the Company.

AS SPECIAL BUSINESS

7. 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:
Resolution 7
 - (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.

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of **SIN GHEE HUAT CORPORATION LTD.** will be closed on 31 October 2016 for the preparation of dividend warrants.

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 28 October 2016 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 28 October 2016 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 19 October 2016, will be made on 15 November 2016.

BY ORDER OF THE BOARD

Ms Joanna Lim Lan Sim
Company Secretary
27 September 2016
Singapore

Explanatory Notes

- (a) In relation to Ordinary Resolution 3 proposed in item 3(a) above, there are no relationships (including immediate family relationship) between Mr Tan Lye Heng Paul and the other directors of the Company. His other detailed information is set out in the Board of Directors section of the Company's Annual Report 2016.
- (b) In relation to Ordinary Resolution 4 proposed in item 3(b) above, there are no relationships (including immediate family relationship) between Mr Hoon Tai Meng and the other directors of the Company. His other detailed information is set out in the Board of Directors section of the Company's Annual Report 2016.

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

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

1. Resolution no. 7, 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.

Notes:

- (1) A member entitled to attend and vote at the Annual General 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.
- (2) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office at 32 Penhas Road, #01-01, Singapore 208191 not later than 48 hours before the time appointed for the holding of the Annual General Meeting.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting in order for the Depositor to be entitled to attend and vote at the Annual General Meeting.