



## CHIP ENG SENG CORPORATION LTD.

(Incorporated in Singapore)  
(Registration No. 199805196H)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Riverfront Ballroom 1 (Level 2), Grand Copthorne Waterfront Hotel, 392 Havelock Road, Singapore 169663 on Thursday, 23 April 2015 at 10.00 a.m. for the following purposes:

#### AS ROUTINE BUSINESS:

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2014 and the Auditors' Report thereon. **(Resolution 1)**
- To declare a Tax Exempt One-Tier First and Final Dividend of 4.0 cents per ordinary share and a Tax Exempt One-Tier Special Dividend of 2.0 cents per ordinary share, for the financial year ended 31 December 2014 (2013: Tax Exempt One-Tier First and Final Dividend of 4.0 cents per ordinary share). **(Resolution 2)**
- To re-elect Ms Dawn Lim Sock Kiang, being a Director who retires by rotation pursuant to Article 115 of the Articles of Association of the Company. [See Explanatory Note (i)] **(Resolution 3)**
- To re-elect Mr Cheng Heng Tan, being a Director who retires by rotation pursuant to Article 115 of the Articles of Association of the Company. [See Explanatory Note (ii)] **(Resolution 4)**
- To re-appoint Mr Lim Tiam Seng as a Director of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting. [See Explanatory Note (iii)] **(Resolution 5)**
- To approve the payment of additional Directors' fees of S\$140,000 for the financial year ended 31 December 2014. **(Resolution 6)**
- To approve the payment of Directors' fees of S\$305,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears (2014: S\$305,000). **(Resolution 7)**
- To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other routine business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS:

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

- "APPOINTMENT OF DIRECTOR"**  
That Mr Ung Gim Sei be appointed as an Independent Director of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting." [See Explanatory Note (iv)] **(Resolution 9)**
- "SHARE ISSUE MANDATE"**  
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and notwithstanding the provisions of the Articles of Association of the Company, authority be hereby given to the Directors of the Company to:
  - (i) allot and 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 that may 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 (collectively, "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
  - (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 twenty per cent. (20%) 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." [See Explanatory Note (v)] **(Resolution 10)**

#### 12. "SHARE PURCHASE MANDATE"

- That:-
- for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:-
    - market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
    - off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
  - (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
  - (ii) the date on which the Share purchases are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting;

- in this Resolution:

"Prescribed Limit" means 10% of the total number of issued ordinary Shares (excluding Shares which are held as treasury shares) of the Company as at the date of the passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of issued ordinary share capital of the Company as altered (excluding Shares which are held as treasury shares as at that date);

"Relevant Period" means the period commencing from the date on which the last Annual General Meeting was held and expiring on the date of the next Annual General Meeting is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:-

  - (i) in the case of a Market Purchase: 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares;where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five consecutive Market Days, on which transactions in the Shares were recorded, before the day on which the Shares are transacted on the SGX-ST, immediately preceding the date of Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase pursuant to the equal access scheme, and deemed to be adjusted for any corporate action that occurs after the relevant five consecutive Market Days; and

"Date of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as may be permitted under the Companies Act; and
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution." [See Explanatory Note (vi)] **(Resolution 11)**

By Order of the Board

Abdul Jabbar Bin Karam Din  
Joint Company Secretary  
Singapore, 6 April 2015

#### Notes:

- Save as provided in the Articles of Association, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 171 Chin Swee Road #12-01 CES Centre Singapore 169877, not less than 48 hours before the time appointed for holding the Annual General Meeting.

#### EXPLANATORY NOTES:

- Resolution 3** is to re-elect Ms Dawn Lim Sock Kiang, as a Director of the Company. Ms Lim, upon re-election, will remain as an Executive Director of the Company.
- Resolution 4** is to re-elect Mr Cheng Heng Tan as a Director of the Company. Mr Cheng, upon re-election, will remain as the Chairman of the Nominating Committee, a member of the Audit Committee and the Remuneration Committee of the Company. Mr Cheng is an Independent Director.
- Resolution 5** is to re-appoint Mr Lim Tiam Seng as a Director of the Company. Mr Lim, upon re-appointment, will remain as the Executive Chairman of the Company.
- Resolution 9** is to appoint Mr Ung Gim Sei as an Independent Director of the Company. Mr Ung will be appointed under Section 153(6) of the Companies Act, Cap. 50. Pursuant to Article 118 of the Company's Articles of Association, Mr Ung has been nominated for appointment as a Director by the Directors of the Company and has given his consent to his nomination and his candidature for the office. The Nominating Committee has reviewed Mr Ung's information and profile and is satisfied that Mr Ung has met the requisite standards as required by the Code of Corporate Governance 2012 (the "Code"). The Nominating Committee is also satisfied of Mr Ung's independence under the Code.

#### Key information and profile of Mr Ung

Mr Ung Gim Sei is a partner of Duane Morris and Selvam LLP in Singapore and a part-time lecturer in law. Prior to embarking on his law career, Mr Ung was in the media and publishing industry assuming key positions in leading newspaper companies in Singapore, Hong Kong and Shenzhen, China.

Mr Ung is currently the vice president of the Singapore China Friendship Association, and he is active in organising and promoting cultural and educational exchanges between Singapore and China. He is also a committee member of the China Aw Boon Haw Foundation, a member and legal advisor of Tan Kah Kee Foundation and the Singapore China Business Association as well as an independent director of EMS Energy Ltd and Informatics Education Ltd.

Mr Ung holds a Bachelor of Arts degree in Economics from the National University of Singapore, a Common Professional Examination Qualification in Law from UK and a Master of Law qualification from the City University of Hong Kong.

- Resolution 10** is to empower the Directors to allot and 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 10 (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 twenty per cent. (20%) 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 10, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 10, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

- Resolution 11** is to empower the Directors from the date of the above Meeting until the next Annual General Meeting to purchase or otherwise acquire issued ordinary Shares by way of market purchases or off-market purchases of up to ten percent (10%) of the total number of issued Shares (excluding treasury shares) at the Maximum Price in accordance with the terms and conditions set out in Appendix dated 6 April 2015 to this Notice of Annual General Meeting, the Companies Act and the Listing Manual of the SGX ST. Please refer to Appendix dated 6 April 2015 circulated together with the Company's Annual Report for details.

#### Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a shareholder of the Company:

- consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purposes of:
  - (a) the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof),
  - (b) the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and
  - (c) the Company (or its agents) complying with any applicable laws, listing rules, governmental or regulatory requirements, or guidelines or notices issued by any applicable governmental or regulatory authorities of any relevant jurisdiction, and/or complying with the Company's internal policies;(collectively, the "Purposes"),

- warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents) (collectively, the "Third Parties"), the shareholder

- (a) has each of the Third Party's authority to provide such Third Party's personal data to the Company,
- (b) is validly acting on each of their behalf, and
- (c) has obtained the prior consent of such Third Party for the collection, use and disclosure by the Company (or its agents) of the personal data of such Third Party for the Purposes,

- (iii) warrants that all personal data that the shareholder provide to the Company is true, accurate and complete, and

- (iv) agrees that the shareholder will indemnify and at all times to keep the Company and its related corporations (together with their respective officers, employees and agents) (each an "Injured Party") indemnified against any penalties, liabilities, claims, demands, losses and damages which may be suffered or incurred by the Injured Party or asserted against the Injured Party by any person or entity (including the shareholder and the shareholder's employees, agents) whatsoever, in respect of any matter or event whatsoever arising out of, in the course of, or in respect of or in breach of any shareholder's breach of warranty and/or any action or omission by the shareholder that causes the Company and/or any of its related corporations to be in breach of the Personal Data Protection Act 2012 and all subsidiary legislation related thereto.