



TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration No. 200807295Z)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Tiong Seng Holdings Limited (the “**Company**”) be held at 510 Thomson Road, #12-00 SLF Building, Singapore 298135 on 16 December 2016 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolution which will be proposed as an Ordinary Resolution.

*All capitalised terms in the Ordinary Resolution and defined in the circular dated 1 December 2016 (the “**Circular**”) shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.*

Ordinary Resolution

AWARD OF CONSTRUCTION CONTRACT WORTH APPROXIMATELY S\$38.5 MILLION TO THE COMPANY’S INDIRECT WHOLLY-OWNED SUBSIDIARY, ROBIN VILLAGE DEVELOPMENT PTE LTD, BY THE CONTROLLING SHAREHOLDER OF THE COMPANY, PECK TIONG CHOON (PRIVATE) LIMITED (A SPECIFIC INTERESTED PERSON TRANSACTION)

That:

- (a) the terms of the Contract for the Project and the transactions contemplated thereunder which constitute an interested person transaction, be and is hereby approved;
- (b) the Directors and each of them be and are hereby authorised to complete, make such arrangements, do all such acts and things (including executing all such documents as may be required) and exercise such discretion in connection with, relating to or arising from the Proposed IPT Transaction as they or he may from time to time deem fit, with such amendments and modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate.

BY ORDER OF THE BOARD

Pek Lian Guan

Executive Director and Chief Executive Officer
1 December 2016

Notes:

- (1) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

- (2) A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 510 Thomson Road, #08-00, SLF Building, Singapore 298135, not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting. The completion and return of the proxy form by a member will not prevent him from attending and voting in person at the Extraordinary General Meeting if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.
- (4) The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the extraordinary 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 extraordinary general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the extraordinary 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, take-over 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.