



GROUP

HG METAL MANUFACTURING LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 198802660D)

Registered Office: 30 Jalan Buroh Singapore 619486

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of HG Metal Manufacturing Limited ("the Company") will be held at 28 Jalan Buroh, Singapore 619484 on Thursday, 12 January 2012 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the year ended 30 September 2011 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Director of the Company retiring pursuant to Article 89 of the Articles of Association of the Company:
Mr Wong Kean Shyong (Kenn) (Retiring under Article 89) **(Resolution 2)**
[See Explanatory Note (i)]
- To re-appoint the following directors of the Company retiring under Section 153(6) of the Companies Act, Chapter. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
Dr Tan Eng Liang **(Resolution 3)**
Mr Gui Kim Young **(Resolution 4)**
[See Explanatory Note (ii)]
- To note the retirement of Mr Roy Ling Chung Yee, a Director retiring pursuant to Article 89 of the Articles of Association of the Company who would not be seeking re-election.
Upon the retirement of Mr Roy Ling Chung Yee, he will relinquish his position as Chairman of the Nominating Committee and member each of the Audit Committee and Remuneration Committee.
- To approve the payment of Directors' fees of S\$238,000 for the year ended 30 September 2011 (previous year: S\$163,750). **(Resolution 5)**
- To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- Authority to issue shares in the capital of the Company 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")**

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, the Directors of the Company be authorised and empowered to:

- (i) issue shares in the Company ("shares") whether by way of rights, bonus 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) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) 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 of the Company while this Resolution was in force,

(the "Share Issue Mandate")

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with subparagraph (2) below);
- subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraphs (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - any subsequent consolidation or subdivision of shares;
- in exercising the Share Issue Mandate 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 of the Company; and
- unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (iii)]

(Resolution 7)

- Renewal of the Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited:

- approval be and is hereby given for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9) or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in paragraph 3.5 of the Appendix to the 2011 Annual Report of the Company, with the Interested Persons, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority Shareholders and are in accordance with the review procedures for Interested Person Transactions as set out in the Appendix (the "IPT Mandate");
- the IPT Mandate shall, unless revoked or varied by the Company in a General Meeting, continue in force until the next Annual General Meeting of the Company; and
- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

[See Explanatory Note (iv)]

(Resolution 8)

By Order of the Board

Foong Lee Heng/Tan Swee Gek
Secretaries
Singapore
28 December 2011

Explanatory Notes:

- Mr Wong Kean Shyong, Kenn will, upon re-election as a Director of the Company, remain as Non-Executive Non-Independent Director.
- The effect of the Ordinary Resolution 3 and 4 above, is to re-appoint the directors of the Company who are over 70 years of age.

Dr Tan Eng Liang will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member each of the Nominating Committee and the Remuneration Committee and will be considered independent.

Mr Gui Kim Young will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member each of the Audit Committee and Nominating Committee, and will be considered independent.

- The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares), of which up to 20% may be issued other than on a pro rata basis to shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

- The Ordinary Resolution 8 seeks to renew the annual mandate to allow the Company, its subsidiaries and associated companies that are entities at risk, or any of them, to enter into certain Interested Person Transactions with persons who are considered "Interested Persons" (as defined in Chapter 9). Details of the terms of the mandate are set out in the Appendix to the 2011 Annual Report of the Company.

*Notes

- A Member entitled to attend and vote at the Annual General Meeting (the "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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at not less than forty-eight (48) hours before the time appointed for holding the Meeting.