



HG METAL MANUFACTURING LIMITED
Company Registration No. 198802660D
(Incorporated In The Republic of Singapore)

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 Orchid Room, 15 Jurong Port Road, Singapore 619119 on Wednesday, 23 April 2014 at 10.00 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 financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final (tax exempt one-tier) dividend of 0.1 Singapore cent per ordinary share in respect of the financial year ended 31 December 2013. **(Resolution 2)**
- To re-elect the following Director of the Company retiring pursuant to Article 88 of the Articles of Association of the Company:
Mr Chee Teck Seng (Retiring under Article 88) **(Resolution 3)**
- To re-elect the following Director of the Company retiring pursuant to Article 89 of the Articles of Association of the Company:
Mr Yap Xi Ming (Retiring under Article 89) **(Resolution 4)**
[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 5)**
Mr Gui Kim Young **(Resolution 6)**
[See Explanatory Note (ii)]
- To approve the payment of Directors' fees of S\$253,802 for the financial year ended 31 December 2013 (previous financial year: S\$276,067). **(Resolution 7)**
- 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 8)**
- 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
 - (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 sub-paragraph (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 9)**

10. 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 the Appendix to the 2013 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.
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- [See Explanatory Note (iv)]
- (Resolution 10)**

11. Renewal of the Share Purchase Mandate

That:

- for the purposes of the Companies Act (Chapter 50 of Singapore) (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum 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 purchase(s) (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - off-market purchase(s) (each an "Off-Market Purchase") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act;
and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing 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 members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held; or
 - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated,
whichever is the earlier;
 - in this Ordinary Resolution:
"Maximum Limit" means that number of issued Shares representing three per cent (3%) of the total number of issued Shares (excluding treasury shares) as at the date of the passing of this Ordinary 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 total number of issued Shares shall be taken to be the total number of Shares as altered (excluding any treasury shares that may be held by the Company from time to time);
"Relevant Period" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution; and
"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:
 - in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price; and
 - in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price,
where:
"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days (a "Market Day" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days; 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 necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.
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- [See Explanatory Note (v)]
- (Resolution 11)**

12. Authority to allot and issue shares under the HG Metal Employee Share Option Scheme

That the Directors of the Company be and are hereby authorized to offer and grant Options in accordance with the rules of the Employee Share Option Scheme and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore), and to deliver existing Shares (including treasury shares, if any) and allot and issue from time to time such number of new Shares as may be required to be transferred or allotted and issued pursuant to the exercise of the Options under the Employee Share Option Scheme.

[See Explanatory Note (vi)] **(Resolution 12)**

By Order of the Board

Wee Woon Hong
Lee Hock Heng
Company Secretaries
Singapore
8 April 2014

Explanatory Notes:

- Mr Yap Xi Ming will, upon re-election as a Director of the Company, remain as Chairman of the Board and a member each of the Audit & Risk Committee, Nominating Committee and the Remuneration Committee.
- The effect of the Ordinary Resolution 5 and 6 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 & Risk 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 & Risk Committee and Nominating Committee, and will be considered independent.
- The Ordinary Resolution 9 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 10 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 2013 Annual Report of the Company.
- The Ordinary Resolution 11 seeks to renew the Share Purchase Mandate to enable the Directors of the Company to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company not exceeding in aggregate the Maximum Limit (as defined in the mandate). Details of the terms of the mandate are set out in the Appendix to the 2013 Annual Report of the Company.
- The Ordinary Resolution 12 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 offer and grant options in accordance with the rules of the Employee Share Option Scheme and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and to issue shares from time to time as may be required pursuant to the exercise of the Options under the HG Metal Employee Share Option Scheme.

***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.