

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

PROPOSED DISPOSAL, PROPOSED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION

DESPATCH OF CIRCULAR

Reference is made to the Company's announcements of 9 September 2017 and 25 September 2017 in relation to:

- (i) the proposed conditional disposal of all 42,145,518 ordinary shares held by the Company in the issued and paid-up share capital of BRC Asia Limited ("**Proposed Disposal**"); and
- (ii) the Company's intention to undertake a capital reduction exercise ("**Proposed Capital Reduction**") pursuant to Section 78A read with Section 78C of the Companies Act (Chapter 50) of Singapore which will involve (a) a write off of part of the accumulated losses of the Company as at 31 December 2016 to the extent of S\$68,176,921.49 and (b) a cash distribution ("**Proposed Cash Distribution**") to shareholders of the Company as \$0.105 per ordinary share in the capital of the Company at a books closure date to be determined by the board of directors of the Company ("**Board**").

In connection therewith, the Board wishes to announce that the Company has today despatched a circular ("**Circular**") dated 3 October 2017 in relation to the Proposed Disposal, Proposed Capital Reduction and Proposed Cash Distribution, to shareholders of the Company ("**Shareholders**").

The Circular contains information on the Proposed Disposal, Proposed Capital Reduction and Proposed Cash Distribution as well as the Notice of the Extraordinary General Meeting ("**EGM**") of the Company to be held at the Orchid Room, 15 Jurong Port Road, Singapore 619119 on 25 October 2017 at 3.30 p.m.. A copy of the Notice of EGM is attached to this announcement.

Shareholders who do not receive the Circular within a week from the date hereof should contact the share registrar of the Company at the following address:-

M&C Services Private Limited
112 Robinson Road #05-01 Singapore 068902

An electronic copy of the Circular and the Notice of EGM will be made available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

Shareholders are requested to note the following important dates and times in respect of the EGM:-

Last date and time for lodgement of Proxy Form	: 23 October 2017 at 3.30 p.m.
Date and time of EGM	: 25 October 2017 at 3.30 p.m.
Place of EGM	: Orchid Room, 15 Jurong Port Road Singapore 619119

BY ORDER OF THE BOARD

Foo Sey Liang
Executive Director
3 October 2017

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements made, reports contained or opinions expressed in this announcement.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of HG Metal Manufacturing Limited ("**Company**") will be held at Orchid Room, 15 Jurong Port Road, Singapore 619119 on 25 October 2017 at 3.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as resolutions:

ORDINARY RESOLUTION – PROPOSED DISPOSAL OF 42,145,518 BRC ASIA SHARES HELD BY THE COMPANY

THAT:

- (a) Approval be and is hereby given, for the Proposed Disposal on the terms set out in Section 2 of the Circular ("**Proposed Disposal**"); and
- (b) the Directors and any of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Disposal.

SPECIAL RESOLUTION – PROPOSED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION SUBJECT TO AND UPON COMPLETION OF THE PROPOSED DISPOSAL

THAT:

Pursuant to Regulation 12 of the Constitution of the Company and subject to the provisions of Section 78A read with Section 78C of the Companies Act:

- (1) the share capital of the Company be reduced by S\$81,555,783.67 and that such reduction be effected by:
 - (a) cancelling the share capital of the Company which has been lost or is unrepresented by available assets to the extent of S\$68,176,921.49, and that an amount equal to S\$68,176,921.49, being part of the credit arising from the cancellation of the share capital of the Company, be applied in writing off the Accumulated Losses; and
 - (b) returning the remaining sum of S\$13,378,862.18, being part of the credit arising from the cancellation of the share capital of the Company, to the Shareholders on the basis of \$0.105 for each Share as at a books closure date to be determined by the Directors; and
- (2) the Directors and any of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Capital Reduction and/or the Proposed Cash Distribution.

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular to the Shareholders of the Company dated 3 October 2017 ("**Circular**").*

By Order of the Board

Foo Sey Liang
Executive Director
Singapore
3 October 2017

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy (expressed as a percentage as a whole) shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
- (b) A member of the Company 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 proxy form 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 proxy form. In relation to a relevant intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank who intends to appoint CPF/SRS investors as its proxies shall comply with this Note.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies, Chapter 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 Company's registered office at 15 Jurong Port Road, Singapore 619119 not less than 48 hours before the time appointed for the EGM. Completion and return of the instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.
4. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 "**Purposes**"), (b) 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 (c) 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.