

CIRCULAR DATED 7 AUGUST 2009

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

If you have sold or transferred all your shares in the capital of HG Metal Manufacturing Limited (the “**Company**”), please forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Forms immediately to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. Approval in-principle granted by the SGX-ST to the Company for the listing and quotation of the Subscription Shares (as defined herein) is not to be taken as an indication of the merits of the Company or its subsidiaries, the Subscription (as defined herein) or the Subscription Shares.



HG METAL MANUFACTURING LIMITED

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ALLOTMENT AND ISSUE OF AN AGGREGATE OF 225,000,000 NEW ORDINARY SHARES (THE “SUBSCRIPTION SHARES”) IN THE CAPITAL OF THE COMPANY TO THE SUBSCRIBERS (AS DEFINED HEREIN) AT THE ISSUE PRICE OF S\$0.10 FOR EACH SUBSCRIPTION SHARE (THE “SUBSCRIPTION”) PURSUANT TO THE SUBSCRIPTION AGREEMENTS (AS DEFINED HEREIN)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Forms : 22 August 2009 at 10.00 a.m.
Date and time of Extraordinary General Meeting : 24 August 2009 at 10.00 a.m.
Place of Extraordinary General Meeting : 28 Jalan Buroh, Singapore 619484

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DEFINITIONS

For the purpose of this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

| | | |
|-------------------------------------|---|--|
| “2Q2009” | : | The six-month financial period ended on 31 March 2009 |
| “Act” | : | The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time |
| “CDP” | : | The Central Depository (Pte) Limited |
| “Company” | : | HG Metal Manufacturing Limited |
| “Directors” | : | The board of directors of the Company, as at the date of this Circular |
| “EGM” | : | The extraordinary general meeting of the Company, notice of which is set out on pages 17 to 19 of this Circular |
| “FY” | : | Financial year ended or ending, as the case may be, on 30 September |
| “Group” | : | The Company and its subsidiaries |
| “HLS” | : | Hock Lian Seng Investment Pte. Ltd. |
| “Latest Practicable Date” | : | 30 July 2009, being the latest practicable date prior to the printing of this Circular |
| “Lingco Holdings” | : | Lingco Holdings Pte Ltd, a subsidiary of Lingco Marine |
| “Lingco Marine” | : | Lingco Marine Pte. Ltd. |
| “Listing Manual” | : | The listing manual of the SGX-ST |
| “Mr. Sia” | : | Mr. Sia Ling Sing, a non-executive Director of the Company |
| “NTA” | : | Net tangible assets |
| “Ordinary Resolutions” | : | The ordinary resolutions as set out in the notice of EGM as set out on pages 17 to 19 of this Circular |
| “Record Date” | : | In relation to any dividend, right, allotment or other distributions, the date as at the close of business, on which members of the Company must be registered in order to participate in such dividend, right, allotment or other distributions |
| “Securities Account” | : | A securities account maintained by a depositor with CDP but does not include a securities sub-account |
| “Securities and Futures Act” | : | The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited |

| | | |
|---------------------------|---|--|
| “Shares” | : | Ordinary shares in the capital of the Company |
| “Shareholders” | : | Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, means the persons named as depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited |
| “Subscriber” | : | Each of the following: <ul style="list-style-type: none"> (a) HLS; (b) Lingco Holdings; (c) Chong Thim Pheng; (d) Ong King Sin; (e) Chow Bon Tong; (f) Chua Kian Lin; (g) Ang Kian Lee; (h) Tan Bock Huat; (i) Teo Choon Hock; (j) Yap Xi Ming; and (k) Tan Wai See, and collectively, the “ Subscribers ” |
| “Subscription” | : | The subscription of the Subscription Shares at the Subscription Price by the Subscribers |
| “Subscription Agreement” | : | Each of the subscription agreements dated 10 July 2009 entered into between the Company and each of the Subscribers in relation to the Subscription, and collectively, the “ Subscription Agreements ” |
| “Subscription Price” | : | S\$0.10 per Subscription Share |
| “Subscription Shares” | : | The 225,000,000 new Shares to be allotted and issued to the Subscribers, in accordance with the terms and subject to the conditions of each Subscription Agreement |
| “Substantial Shareholder” | : | A Shareholder who has an interest in 5 per cent. or more of the voting shares of the Company |
| “Warrants” | : | 62,049,369 outstanding warrants of the Company issued pursuant to the deed poll dated 12 August 2005, and adjusted on 1 March 2007, 7 February 2008 and 2 March 2009 in accordance with the deed poll, each warrant carrying the right to subscribe for one (1) new Share at an exercise price of S\$0.31 for each warrant |
| “S\$” or “cents” | : | Singapore dollar, and cents respectively, unless otherwise stated |
| “%” or “per cent.” | : | Per centum or percentage |

The terms “**depositor**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 130A of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any term defined under the Act, the Securities and Futures Act or the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Act, the Securities and Futures Act or the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in tables included herein between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

HG METAL MANUFACTURING LIMITED

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

Directors

Tan Chan Too (Executive Chairman)
Wee Piew (Chief Executive Officer)
Lee Leng Loke (Executive Director)
Sia Ling Sing (Non-Executive Director)
Gui Kim Young @ Gui Kim Gan (Independent Director)
Poon Hon Thang, Samuel (Independent Director)

Registered Office

30 Jalan Buroh
Singapore 619486

7 August 2009

To: The Shareholders of HG Metal Manufacturing Limited

Dear Sir/Madam

1. INTRODUCTION

1.1 Subscription

On 10 July 2009, the Directors announced that the Company had entered into the Subscription Agreements pursuant to which, and subject to the terms and conditions stated in each Subscription Agreement, the Company has agreed to allot and issue to the Subscribers, and the Subscribers have agreed to subscribe, an aggregate of 225,000,000 Subscription Shares at the Subscription Price of S\$0.10 per Subscription Share in the proportions and for the consideration as set out against their names below. The percentage of each Subscriber's direct shareholding in the enlarged share capital of the Company after the Subscription is also disclosed below:

| Subscriber | Number of Subscription Shares | Total consideration (S\$) | Percentage of enlarged share capital ⁽¹⁾ (%) |
|---|-------------------------------|---------------------------|---|
| 1. Hock Lian Seng Investment Pte. Ltd. ⁽²⁾ | 70,000,000 | 7,000,000.00 | 9.02 |
| 2. Lingco Holdings Pte Ltd | 30,000,000 | 3,000,000.00 | 3.87 |
| 3. Chong Thim Pheng ⁽³⁾ | 50,000,000 | 5,000,000.00 | 6.45 |
| 4. Ong King Sin ⁽⁴⁾ | 20,000,000 | 2,000,000.00 | 2.58 |
| 5. Chow Bon Tong | 10,000,000 | 1,000,000.00 | 1.29 |
| 6. Chua Kian Lin ⁽⁵⁾ | 5,000,000 | 500,000.00 | 0.64 |
| 7. Ang Kian Lee | 5,000,000 | 500,000.00 | 0.64 |
| 8. Tan Bock Huat ⁽⁶⁾ | 10,000,000 | 1,000,000.00 | 1.29 |
| 9. Teo Choon Hock | 5,000,000 | 500,000.00 | 0.64 |
| 10. Yap Xi Ming ⁽⁷⁾ | 10,000,000 | 1,000,000.00 | 1.29 |
| 11. Tan Wai See ⁽⁸⁾ | 10,000,000 | 1,000,000.00 | 1.29 |
| TOTAL: | 225,000,000 | 22,500,000.00 | 29.01 |

Notes:

- (1) Based on 775,671,962 Shares after the completion of the Subscription.
- (2) As at the Latest Practicable Date, HLS has a direct interest in 6,331,666 Shares which represents approximately 1.15% of the issued share capital of the Company based on 550,671,962 Shares.
- (3) As at the Latest Practicable Date, Chong Thim Pheng has a direct interest in 666 Shares which represents approximately 0.0001% of the issued share capital of the Company based on 550,671,962 Shares. Chong Thim Pheng also holds 705 Warrants.

- (4) As at the Latest Practicable Date, Ong King Sin has a direct interest in 200,000 Shares which represents approximately 0.04% of the issued share capital of the Company based on 550,671,962 Shares.
- (5) As at the Latest Practicable Date, Chua Kian Lin holds 418 Warrants.
- (6) As at the Latest Practicable Date, Tan Bock Huat has a direct interest in 200,000 Shares which represents approximately 0.04% of the issued share capital of the Company based on 550,671,962 Shares.
- (7) As at the Latest Practicable Date, Yap Xi Ming has a direct interest in 41,554 Shares which represents approximately 0.01% of the issued share capital of the Company based on 550,671,962 Shares and an indirect interest in 626,356 Warrants. Yap Xi Ming is deemed to be interested in 626,356 Warrants held by his spouse. Yap Xi Ming also holds 917,423 Warrants.
- (8) As at the Latest Practicable Date, Tan Wai See has a direct interest in 2,980,000 Shares which represents approximately 0.54% of the issued share capital of the Company based on 550,671,962 Shares and an indirect interest in 496,000 Shares which represents approximately 0.09% of the issued share capital of the Company based on 550,671,962 Shares. Tan Wai See is deemed to be interested in 496,000 Shares held by his spouse.

Further information on HLS and Lingco Holdings, based on publicly available information, is set out in paragraph 2.1 of this Circular below. Further information on each of Chong Thim Pheng, Ong King Sin, Chow Bon Tong, Chua Kian Lin, Ang Kian Lee, Tan Bock Huat, Teo Choon Hock, Yap Xi Ming and Tan Wai See, based on publicly available information, is set out in the Appendix to this Circular.

The Subscription Price represents a discount of approximately 23.95% to the volume weighted average price for trades done on the Shares on the SGX-ST on 9 July 2009 (being the preceding full market day up to the time the Subscription Agreements were signed) of S\$0.1315 per Share.

As such, the Subscription is subject to Shareholders' approval pursuant to Rule 811 of the Listing Manual.

Rule 811 of the Listing Manual provides that an issue of securities must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (unless specific shareholder approval for such placement has been obtained).

Mr. Sia holds a direct interest of 5.28% and an indirect interest of 9.57% in the Shares as he is deemed interested in the Shares (registered in the name of Lingco Marine) by virtue of Section 7 of the Act. Mr. Sia also holds a 19.15% interest in Lingco Holdings. Lingco Marine, a substantial shareholder of the Company, also has a 53.42% interest in Lingco Holdings. Accordingly, Mr. Sia is deemed to have more than a 10% interest in Lingco Holdings.

As such, the Subscription by Lingco Holdings is subject to Shareholders' approval pursuant to Rule 812 of the Listing Manual.

Rule 812 of the Listing Manual provides that an issue of shares must not be placed to, *inter alia*, corporations in whose shares the issuer's directors and substantial shareholders have an aggregate interest of at least 10% (unless specific shareholder approval for such placement has been obtained).

A copy of the announcement issued by the Company in relation to the Subscription is available on the SGX-ST's website at www.sgx.com.

The Subscription Shares will constitute approximately 29.01% of the enlarged issued and paid-up share capital of the Company after completion of the Subscription.

1.2 Extraordinary General Meeting

The Directors are convening an EGM to be held on Monday, 24 August 2009 at 10.00 a.m. to seek the approval of the Shareholders for the Ordinary Resolutions relating to the Subscription as set out in the notice of EGM on pages 17 to 19 of this Circular. The purpose of this Circular is to provide Shareholders with the relevant information relating to the same.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

2. **THE SUBSCRIPTION**

2.1 The Proposed Subscribers

- (a) HLS, together with Chong Thim Pheng, Ong King Sin, Chow Bon Tong, Chua Kian Lin, Ang Kian Lee, Tan Bock Huat, Teo Choon Hock, Yap Xi Ming and Tan Wai See, are business associates of the Company and are interested in investing in the Company.

Incorporated in 1982, HLS is an investment holding company in Singapore. The principal activities of its Singapore subsidiaries are mainly civil engineering and infrastructure works. The principal activities of its overseas subsidiaries include power plant investment in China, and property investments in Indonesia and Malaysia.

Based on publicly available information, as at the Latest Practicable Date:

- (i) HLS has an issued and paid-up share capital of S\$9,950,000.00 divided into 9,950,000 ordinary shares; and
- (ii) the directors of HLS are Chua Hua Hong, Lim Peng Kiat and Chua Leong Hai @ Chua Leang Hai.

Further information on the Hock Lian Seng group of companies can be obtained at the following website: www.hlsgroup.com.sg.

- (b) Incorporated in 2000, Lingco Holdings is an investment holding company in Singapore. Lingco Holdings is a subsidiary of Lingco Marine and is part of the Lingco Marine group of companies, which are in the business of shipbuilding, ship operation and chartering.

Based on publicly available information, as at the Latest Practicable Date:

- (i) Lingco Holdings has an issued and paid-up share capital of S\$19,452,384.00 divided into 19,452,384 ordinary shares; and
- (ii) the directors of Lingco Holdings are Mr. Sia, Sia Bee Leng and Seah Hoe Seng.

Mr. Sia holds a 19.15% interest in the capital of Lingco Holdings. Mr. Sia also holds a 30.17% interest in the capital of Lingco Marine, which in turn, holds a 53.42% interest in the capital of Lingco Holdings. Lingco Marine is a customer of the Group.

As of the Latest Practicable Date, save as disclosed in paragraph 1.1 of this Circular above, the Subscribers do not have any interests, direct or deemed, in the Company's issued share capital.

2.2 The Subscription Agreements

Under the terms of the Subscription Agreements, the Company has agreed to allot and issue to the Subscribers an aggregate of 225,000,000 Subscription Shares at the Subscription Price of S\$0.10 per Subscription Share.

The Subscription Shares shall be issued free from all claims, mortgages, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with existing Shares provided that subject to completion of the Subscription, the Subscription Shares shall rank for, including, without limitation, any entitlements, distributions, dividends or rights, the Record Date in respect of which falls on or after the date of completion of the Subscription.

2.3 Subscription Price

The Subscription Price of S\$0.10 for each Subscription Share represents a discount of approximately 23.95% to the volume weighted average price per Share for trades done on the SGX-ST on 9 July 2009 (being the preceding full market day up to the time the Subscription Agreements were signed). The Subscription Price was arrived at on an arm's-length basis following negotiations between the Company and the Subscribers.

2.4 Conditions

The completion of the Subscription is subject to certain conditions precedent being fulfilled including, *inter alia*, the following:

- (a) the in-principle approval for the additional listing application to the SGX-ST for the Subscription Shares to be admitted to the Official List of the SGX-ST and be listed for quotation on the Main Board of the SGX-ST being obtained from the SGX-ST and not having been revoked or amended and, where such approval is subject to conditions, to the extent that such conditions for the listing and quotation of the Subscription Shares on the Main Board of the SGX-ST are required to be fulfilled on or before the date of completion of the Subscription, they are so fulfilled; and
- (b) the receipt by the Company of the approval of Shareholders:
 - (i) as required under Section 161 of the Act (in the form of specific approval) for the issue of the Subscription Shares;
 - (ii) as required under Rule 811 of the Listing Manual for the issue of the Subscription Shares at the Subscription Price; and
 - (iii) (in the case of Lingco Holdings) as required under Rule 812 of the Listing Manual for the issue of the Subscription Shares to Lingco Holdings,

having been obtained and such approval not having been revoked, suspended or amended and the same being in full force and effect as at completion of the Subscription.

As announced on 29 July 2009, the Company has received the in-principle approval for the additional listing application to the SGX-ST for the Subscription Shares to be admitted to the Official List of the SGX-ST and be listed for quotation on the Main Board of the SGX-ST. SGX-ST's in-principle approval is not to be taken as an indication of the merits of the Subscription, the Subscription Shares or the Group.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS AND CHANGES IN SHAREHOLDING STRUCTURE

- 3.1 The interests of the Directors and the Substantial Shareholders in the share capital of the Company as at the Latest Practicable Date and the effects of the Subscription on the shareholding structure of the Company are set out below:

| | ← As at the Latest Practicable Date → | | | | ← After Subscription → | | | | |
|--------------------------------|---------------------------------------|------|---------------------------|------|------------------------|------|---------------------------|-------|--|
| | Direct Interest | | Deemed Interest | | Direct Interest | | Deemed Interest | | |
| | Number Of Shares | % | Number Of Shares | % | Number Of Shares | % | Number Of Shares | % | |
| Directors | | | | | | | | | |
| Tan Chan Too | 32,355,187 | 5.88 | – | 0.00 | 32,355,187 | 4.17 | – | 0.00 | |
| Wee Piew | 4,060,435 | 0.74 | – | 0.00 | 4,060,435 | 0.52 | – | 0.00 | |
| Lee Leng Loke | 10,702,317 | 1.94 | – | 0.00 | 10,702,317 | 1.38 | – | 0.00 | |
| Sia Ling Sing | 29,053,333 | 5.28 | 52,700,666 ⁽¹⁾ | 9.57 | 29,053,333 | 3.75 | 82,700,666 ⁽¹⁾ | 10.66 | |
| Gui Kim Young @ Gui Kim Gan | – | 0.00 | – | 0.00 | – | 0.00 | – | 0.00 | |
| Poon Hon Thang, Samuel | – | 0.00 | – | 0.00 | – | 0.00 | – | 0.00 | |

| | ← As at the Latest Practicable Date → | | | | ← After Subscription → | | | |
|--------------------------------------|---------------------------------------|------|---------------------------|------|------------------------|------|---------------------------|-------|
| | Direct Interest | | Deemed Interest | | Direct Interest | | Deemed Interest | |
| | Number Of Shares | % | Number Of Shares | % | Number Of Shares | % | Number Of Shares | % |
| Substantial Shareholders | | | | | | | | |
| Tan Chan Too | 32,355,187 | 5.88 | – | 0.00 | 32,355,187 | 4.17 | – | 0.00 |
| Sia Ling Sing | 29,053,333 | 5.28 | 52,700,666 ⁽¹⁾ | 9.57 | 29,053,333 | 3.75 | 82,700,666 ⁽¹⁾ | 10.66 |
| Lingco Marine | 52,700,666 | 9.57 | – | 0.00 | 52,700,666 | 6.79 | 30,000,000 ⁽²⁾ | 3.87 |
| HLS | 6,331,666 | 1.15 | – | 0.00 | 76,331,666 | 9.84 | – | 0.00 |
| Chong Thim Pheng | 666 | 0.00 | – | 0.00 | 50,000,666 | 6.45 | – | 0.00 |
| Total number of issued Shares | 550,671,962 | | 550,671,962 | | 775,671,962 | | 775,671,962 | |

Notes:

- (1) Mr. Sia is deemed to be interested in the Shares held by Lingco Marine by virtue of his 30.17% shareholding in Lingco Marine.
- (2) Lingco Marine is deemed to be interested in these Shares as it has a 53.42% interest in Lingco Holdings.

- 3.2 The number of outstanding, exercisable Warrants that are held by the Directors and the Substantial Shareholders as at the Latest Practicable Date are set out below:

| Name | Number of Warrants | | As at the Latest Practicable Date (%) | | After Subscription (%) | |
|---------------|--------------------|--------------------------|---------------------------------------|--------|------------------------|--------|
| | Direct | Deemed | Direct | Deemed | Direct | Deemed |
| Tan Chan Too | 3,910,743 | – | 0.71 | 0.00 | 0.50 | 0.00 |
| Sia Ling Sing | 259 | 4,758,574 ⁽¹⁾ | 0.00 | 0.86 | 0.00 | 0.61 |
| Lingco Marine | 4,758,574 | – | 0.86 | 0.00 | 0.61 | 0.00 |

Notes:

- (1) Mr. Sia is deemed to be interested in the Warrants held by Lingco Marine by virtue of his 30.17% shareholding in Lingco Marine.

- 3.3 Save as disclosed above, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Subscription.

4. **FINANCIAL EFFECTS**

The financial effects of the Subscription, based on the audited financial statements of the Group for the financial year ended 30 September 2008 and the unaudited financial statements of the Group for the six-month financial period ended 31 March 2009 (as announced via the SGXNET on 14 May 2009), assuming that the Subscription was completed as of 30 September 2008 and 31 March 2009, are as follows:

4.1 Share Capital

The effect of the Subscription on the issued share capital of the Company as at the Latest Practicable Date is as follows:

Subscription Shares as a percentage of issued share capital

| | |
|---|-------------|
| Issued share capital as at the Latest Practicable Date | 550,671,962 |
| Subscription Shares to be subscribed for pursuant to the Subscription | 225,000,000 |
| Percentage | 40.86% |

Subscription Shares as a percentage of enlarged issued share capital

| | |
|---|-------------|
| Enlarged issued share capital after the Subscription | 775,671,962 |
| Subscription Shares to be subscribed for pursuant to the Subscription | 225,000,000 |
| Percentage | 29.01% |

4.2 Net Tangible Assets

The effect of the Subscription on the NTA of the Group are is as follows:

| | FY2008 (Audited) (S\$'000) | 2Q2009 (Unaudited) (S\$'000) |
|--|---|---|
| NTA ⁽¹⁾ | 112,501 | 81,447 |
| Add: Proceeds from Subscription | 22,500 | 22,500 |
| Less: Estimated expenses for the Subscription | (100) | (100) |
| Estimated NTA after the Subscription | 134,901 | 103,847 |
| Number of Shares in issue before Subscription ('000) | 550,672 | 550,672 |
| NTA per Share before the Subscription (cents) | 24.50 | 18.86 |
| Number of Shares in issue after Subscription ('000) | 775,672 | 775,672 |
| Estimated NTA per Share after the Subscription (cents) | 17.39 | 13.39 |

4.3 Gearing

The effect of the Subscription on the gearing of the Group is as follows:

| | Before Subscription | | After Subscription | |
|---------------------------------|---|---|---|---|
| | FY2008 (Audited) (S\$'000) | 2Q2009 (Unaudited) (S\$'000) | FY2008 (Audited) (S\$'000) | 2Q2009 (Unaudited) (S\$'000) |
| Total borrowings ⁽²⁾ | 300,127 | 156,459 | 300,127 | 156,459 |
| Shareholders' equity | 136,548 | 105,461 | 159,048 | 127,961 |
| Gearing (times) | 2.20 | 1.48 | 1.89 | 1.22 |

Notes:

(1) NTA is defined as equity attributable to equity holders of the Company less intangibles.

(2) Borrowings is defined as bank borrowings plus finance lease payables.

5. **RATIONALE AND USE OF PROCEEDS OF SUBSCRIPTION**

The participation by the Subscribers will result in an injection of funds into the Company to, *inter alia*, satisfy the outstanding commitment to purchase 88,050,000 shares in the capital of BRC Asia Limited (“**BRC**”) pursuant to the share purchase agreement dated 12 August 2008 entered into between Acertec Engineering Limited (“**AEL**”) and HG Metal Pte. Ltd. (“**HGMPL**”) (an investment holding company in which the Company has a 51% interest), and increase the Company’s working capital to fund its existing business operations. In light of the current market conditions, the Directors believe that the Subscription is the most viable and cost-effective method for raising a relatively small sum of funds. As such, a decision was taken for the Company to approach a few close business associates to invite such business associates to invest in the Company.

As disclosed in the Company’s circular to shareholders dated 1 September 2008, HGMPL entered into a conditional sale and purchase agreement on 12 August 2008 (the “**First SPA**”) with AEL pursuant to which AEL agreed to sell and HGMPL agreed to purchase 349,500,000 issued and paid-up ordinary shares (“**BRC Shares**”) in the capital of BRC, representing approximately 56.14% of the then-existing issued share capital of BRC. Simultaneously with the entry by HGMPL into the First SPA, HGMPL entered into another conditional sale and purchase agreement (the “**Second SPA**”) with AEL pursuant to which AEL agreed to sell and HGMPL agreed to purchase 88,050,000 BRC Shares, representing approximately 14.14% of the then-existing issued share capital of BRC. Upon completion of the First SPA on 18 September 2008, HGMPL acquired 349,500,000 BRC Shares representing approximately 56.14% of the then-existing issued share capital of BRC. Under the terms of the Second SPA, completion of the Second SPA would take place on the date falling on the expiry of 12 months after completion of the First SPA (or such other date as may be agreed between HGMPL and AEL). Further, pursuant to the mandatory unconditional cash offer by HGMPL for all BRC Shares other than those already owned, controlled or agreed to be controlled by HGMPL, HGMPL acquired an aggregate of 133,812,000 BRC Shares as at 30 October 2008. On 15 January 2009, HGMPL completed the purchase of 4,000,000 BRC Shares from Lim Siak Meng, the managing director of BRC. HGMPL currently holds 487,312,000 BRC Shares, representing approximately 72.52% of the issued share capital of BRC.⁽¹⁾ Upon completion of the Second SPA, HGMPL shall hold 575,362,000 BRC Shares, representing approximately 85.62% of the issued share capital of BRC.⁽¹⁾

The net proceeds of approximately S\$22.4 million from the Subscription, after deducting estimated expenses of approximately S\$0.1 million (the “**Net Proceeds**”), will be used for the following purposes in the following estimated proportions:

| <u>Use of Net Proceeds</u> | <u>Estimated Percentage Allocation (%)</u> |
|---|---|
| (a) For the Company’s general corporate and working capital purposes | 44.47 |
| (b) For the purchase of 88,050,000 BRC Shares pursuant to the Second SPA (as described above) | 22.05 |
| (c) For the repayment of a loan to United Overseas Bank obtained for the purpose of financing the mandatory unconditional cash offer by HGMPL for BRC Shares (as described above) | 33.48 |

The actual apportionment of Net Proceeds for the aforementioned purposes would be subject to the relative timing of various requirements for funds, and the Company’s overall objective of achieving an optimal cost of capital to fund its growth initiatives.

The Company will make an announcement on the utilisation of proceeds from the Subscription as and when such proceeds are materially disbursed.

(1) Based on 672,009,000 BRC Shares in issue as at the Latest Practicable Date.

Pending the deployment of the Net Proceeds for the purposes mentioned above, the Net Proceeds may be deposited with banks and/or financial institutions as the Directors may deem appropriate in the interests of the Group.

6. DIRECTORS' RECOMMENDATIONS

As disclosed above, Mr. Sia has an interest in the Subscription by Lingco Holdings. Accordingly, Mr. Sia abstains from making any recommendations to Shareholders to vote in favour of Ordinary Resolution (2), as set out in the notice of EGM on pages 17 to 19 of this Circular, in respect of the Subscription by Lingco Holdings.

Save for the foregoing, having considered the rationale for the Subscription as set out in paragraph 5 of this Circular, the Directors are of the opinion that the Subscription is in the best interests of the Company, and accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolutions in relation to the Subscription as set out in the notice of EGM on pages 17 to 19 of this Circular.

7. ABSTENTION FROM VOTING

Mr. Sia and Lingco Marine are to abstain from voting on Ordinary Resolution (2), as set out in the notice of EGM on pages 17 to 19 of this Circular, in respect of the Subscription by Lingco Holdings. Mr. Sia will also not accept nominations to act as proxy, corporate representative or attorney to vote in respect of the said resolution.

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 17 to 19 of this Circular, will be held at 28 Jalan Buroh, Singapore 619484 on Monday, 24 August 2009 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolutions as set out on pages 17 to 19 of this Circular.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached proxy form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the registered office of the Company at 30 Jalan Buroh, Singapore 619486, not less than 48 hours before the time fixed for the EGM. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so. A depositor shall not be regarded as a member entitled to attend, speak and vote at the EGM unless his name appears in the Depository Register 48 hours before the time appointed for holding the EGM.

10. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by all the Directors (including those who have delegated detailed supervision of this Circular) and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, the facts stated and opinions expressed in this Circular are fair and accurate in all material respects and that there are no other material facts the omission of which would make any statement herein misleading.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 30 Jalan Buroh, Singapore 619486 during normal business hours from the date hereof up to and including the date of the EGM:

- (a) the Memorandum and Articles of Association of the Company; and
- (b) the Subscription Agreements.

Yours faithfully

For and on behalf of
the Board of Directors of
HG Metal Manufacturing Limited

Wee Piew
Chief Executive Officer

APPENDIX

DETAILS OF THE SUBSCRIBERS

Based on publicly available information, as at the Latest Practicable Date, a summary of the background of the following Subscribers is provided below:

| S/n | Name | Nationality | Directorships / Position Held | Company |
|-----|------------------|-------------|---|--|
| 1. | Chong Thim Pheng | Singaporean | Director Director Chairman / Director | Hotel Re! Pte Ltd Whitehouse Holdings Private Limited Hartawan Holdings Ltd |
| 2. | Ong King Sin | Singaporean | Director Director Director Director Managing Director | Hock Guan Cheong Builder Pte. Ltd. Ong King Sin Investment Pte. Ltd. Panman Investments Pte Ltd Super Marine Supplies Pte Ltd United Land & Trading Pte Ltd |
| 3. | Chow Bon Tong | Singaporean | Manager / Owner Director Director Director Director Director Director Director Director | Bargain Palace Departmental Store Bon Investment Pte. Ltd. Ee Hoe Hean Club Greathold Properties Holdings Private Limited Katong Hostel Pte. Ltd. Kiddy Palace Group Pte. Ltd. Kiddy Palace Pte Ltd Pearl Hill Hostel Pte. Ltd. Richmark Properties Holdings Private Limited Richzone Properties Investment Private Limited |
| 4. | Chua Kian Lin | Singaporean | Manager / Owner | Yew Guan Auto Co |
| 5. | Ang Kian Lee | Singaporean | Director | Raeco Pte Ltd |
| 6. | Tan Bock Huat | Singaporean | Director Director Director Director Director Director | EDC@SCCCI Pte. Ltd. MG & G Marketing Pte Ltd Min Ghee Auto Pte. Ltd. Min Ghee Motor Pte. Ltd. Multi Belting (S) Pte Ltd NGN Telecom Pte. Ltd. |
| 7. | Teo Choon Hock | Singaporean | Director / Chairman Director / Chairman Director | Hakuruma Technology Pte. Ltd. PS Fasteners Pte. Ltd. Think! Studio Pte. Ltd. |

| S/n | Name | Nationality | Directorships / Position Held | Company |
|------------|-------------|--------------------|--|--|
| 8. | Yap Xi Ming | Singaporean | Director Director Director | Chye Hin Hardware Pte. Ltd. MLink Capital Pte. Ltd. Sea Howe Trading & Shipping Pte Ltd |
| 9. | Tan Wai See | Singaporean | Director / Secretary Director / Secretary | Kim Leng Tee Investments Pte Ltd Tan Tong Meng Company (Private) Limited |

HG METAL MANUFACTURING LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 August 2009 issued by HG Metal Manufacturing Limited (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of HG Metal Manufacturing Limited (the "Company") will be held at 28 Jalan Buroh, Singapore 619484 on Monday, 24 August 2009 at 10.00 a.m. for the purpose of considering, and if thought fit, passing, with or without modifications:

1. ORDINARY RESOLUTION: THE SUBSCRIPTION BY HOCK LIAN SENG INVESTMENT PTE. LTD.

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 70,000,000 Subscription Shares to Hock Lian Seng Investment Pte. Ltd. ("HLS") at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and HLS; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by HLS and this Resolution.

2. ORDINARY RESOLUTION: THE SUBSCRIPTION BY LINGCO HOLDINGS PTE LTD

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 30,000,000 Subscription Shares to Lingco Holdings Pte Ltd ("LCH") at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and LCH; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by LCH and this Resolution.

3. ORDINARY RESOLUTION: THE SUBSCRIPTION BY CHONG THIM PHENG

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 50,000,000 Subscription Shares to Chong Thim Pheng ("CTP") at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and CTP; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by CTP and this Resolution.

4. ORDINARY RESOLUTION: THE SUBSCRIPTION BY ONG KING SIN

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 20,000,000 Subscription Shares to Ong King Sin ("OKS") at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and OKS; and

- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by OKS and this Resolution.

5. ORDINARY RESOLUTION: THE SUBSCRIPTION BY CHOW BON TONG

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 10,000,000 Subscription Shares to Chow Bon Tong (“**CBT**”) at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and CBT; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by CBT and this Resolution.

6. ORDINARY RESOLUTION: THE SUBSCRIPTION BY CHUA KIAN LIN

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 5,000,000 Subscription Shares to Chua Kian Lin (“**CKL**”) at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and CKL; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by CKL and this Resolution.

7. ORDINARY RESOLUTION: THE SUBSCRIPTION BY ANG KIAN LEE

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 5,000,000 Subscription Shares to Ang Kian Lee (“**AKL**”) at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and AKL; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by AKL and this Resolution.

8. ORDINARY RESOLUTION: THE SUBSCRIPTION BY TAN BOCK HUAT

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 10,000,000 Subscription Shares to Tan Bock Huat (“**TBH**”) at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and TBH; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by TBH and this Resolution.

9. ORDINARY RESOLUTION: THE SUBSCRIPTION BY TEO CHOON HOCK

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 5,000,000 Subscription Shares to Teo Choon Hock (“**TCH**”) at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and TCH; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by TCH and this Resolution.

10. ORDINARY RESOLUTION: THE SUBSCRIPTION BY YAP XI MING

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 10,000,000 Subscription Shares to Yap Xi Ming (“**YXM**”) at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and YXM; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by YXM and this Resolution.

11. ORDINARY RESOLUTION: THE SUBSCRIPTION BY TAN WAI SEE

THAT approval be and is hereby given for the Directors or any of them to:

- (a) allot and issue 10,000,000 Subscription Shares to Tan Wai See (“**TWS**”) at an issue price of S\$0.10 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement entered into between the Company and TWS; and
- (b) complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Subscription by TWS and this Resolution.

BY ORDER OF THE BOARD

Wee Piew
Chief Executive Officer

Singapore

7 August 2009

Notes:

- 1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. The instrument appointing a proxy must be deposited at the registered office of the Company at 30 Jalan Buroh, Singapore 619486 not less than 48 hours before the time appointed for holding the EGM.

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HG METAL MANUFACTURING LIMITED

(Company Registration Number: 198802660D)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. For investors who have used their CPF monies to buy HG Metal Manufacturing Limited's shares, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the EGM as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We _____ (Name)

of _____ (Address)

being a member/members of HG Metal Manufacturing Limited (the "Company") hereby appoint

| Name | Address | NRIC/ Passport Number | Percentage of shareholdings | |
|------|---------|--------------------------|-----------------------------|---|
| | | | No. of Shares | % |
| | | | | |

and/or (delete as appropriate)

| Name | Address | NRIC/ Passport Number | Percentage of shareholdings | |
|------|---------|--------------------------|-----------------------------|---|
| | | | No. of Shares | % |
| | | | | |

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the Company to be held at 28 Jalan Buroh, Singapore 619484 on Monday, 24 August 2009 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Ordinary Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

| | To be used on a show of hands | | To be used in the event of a poll | |
|---|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (1) | | | | |
| The Subscription by Hock Lian Seng Investment Pte. Ltd. | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|---|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (2) | | | | |
| The Subscription by Lingco Holdings Pte Ltd | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|--------------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (3) | | | | |
| The Subscription by Chong Thim Pheng | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|----------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (4) | | | | |
| The Subscription by Ong King Sin | | | | |



| | To be used on a show of hands | | To be used in the event of a poll | |
|-----------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (5) | | | | |
| The Subscription by Chow Bon Tong | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|-----------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (6) | | | | |
| The Subscription by Chua Kian Lin | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|----------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (7) | | | | |
| The Subscription by Ang Kian Lee | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|-----------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (8) | | | | |
| The Subscription by Tan Bock Huat | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|------------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (9) | | | | |
| The Subscription by Teo Choon Hock | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|---------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (10) | | | | |
| The Subscription by Yap Xi Ming | | | | |

| | To be used on a show of hands | | To be used in the event of a poll | |
|---------------------------------|-------------------------------|----------|-----------------------------------|---------------------------|
| | For* | Against* | Number of Votes For** | Number of Votes Against** |
| Ordinary Resolution (11) | | | | |
| The Subscription by Tan Wai See | | | | |

* Please indicate your vote "For" or "Against" with a tick (✓) within the box provided.

** If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Otherwise, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2009.

| Shares in: | No. of Shares |
|-------------------------|---------------|
| (a) Depository Register | |
| (b) Register of Members | |
| Total | |

Signature(s) of Shareholder(s) or, Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES ON THE FOLLOWING PAGE CAREFULLY BEFORE COMPLETING THIS FORM

NOTES TO PROXY FORM:

1. Please insert the number of shares held by you and registered in your name in the Register of Members and in the Depository Register of The Central Depository (Pte) Limited. If no number is inserted, the instrument of proxy will be deemed to relate to all the shares held by you.
2. A member of the Company entitled to attend and vote at the meeting of the Company 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. However, please note that as Mr. Sia Ling Sing is abstaining from voting on Ordinary Resolution (2) (as set out above), he will not accept nominations as proxies or otherwise for voting on Ordinary Resolution (2).
3. Where a member appoints two proxies, the second named proxy shall be an alternate to the first named or at the Company's option to treat the instrument of proxy as invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the registered office (the "**Registered Office**") of the Company at 30 Jalan Buroh, Singapore 619486 not less than 48 hours before the time appointed for the Meeting.
5.
 - (i) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing.
 - (ii) Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
 - (iii) Where the instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or the power of attorney or other authority, if any, or a duly certified true copy thereof shall (failing previous registration with the Company) if required by law, be duly stamped and be deposited at the Registered Office, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.