



KSH HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200603337G)

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 8th Annual General Meeting of **KSH HOLDINGS LIMITED** will be held at 60 Eu Tong Sen Street, Furama City Centre, Heritage, Level 2, Singapore 059804 on Friday, 25 July 2014 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the audited accounts for the financial year ended 31 March 2014 and the Reports of the Directors and Auditor. **[Resolution 1]**
2. To declare a final tax exempt (one-tier) dividend of 1.75 cents per share for the financial year ended 31 March 2014. **[Resolution 2]**
3. To approve Directors' fees of S\$57,600 for the financial year ended 31 March 2014 to the Executive Directors. (2013: S\$57,600) **[Resolution 3]**
4. To approve Directors' fees of S\$180,000 to be paid quarterly in arrears for the financial year ending 31 March 2015 to the Independent Directors. (2014: S\$180,000) **[Resolution 4]**
5. To re-elect the following Directors who retire in accordance with Article 89 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
 - (a) Mr Lim Kee Seng **[Resolution 5]**
 - (b) Mr Tok Cheng Hoe **[Resolution 6]**
 Mr Lim Kee Seng will, upon re-appointment as a Director of the Company, remain as an Executive Director.
Mr Tok Cheng Hoe will, upon re-appointment as a Director of the Company, remain as an Executive Director.
6. To re-elect Mr Ko Chuan Aun who retires in accordance with Article 88 of the Company's Articles of Association and who, being eligible, offers Mr Ko Chuan Aun for re-election. **[Resolution 7]**
Mr Ko Chuan Aun will, upon re-appointment as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of the Audit and Nominating Committees and will be considered independent.
7. To re-appoint Messrs Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **[Resolution 8]**

AS SPECIAL BUSINESS

- To consider and, if thought fit, pass the following as Ordinary Resolutions, with or without modifications:—
8. **Authority to allot and issue shares up to 50 per centum (50%) of the total number of issued shares** **[Resolution 9]**
"That pursuant to Section 161 of the Companies Act, Cap. 50 and listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares excluding treasury shares issued by the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares issued by the Company. For the purpose of this resolution, the total number of issued shares excluding treasury shares to be issued by the Company shall be based on the total number of issued shares excluding treasury shares issued by the Company at the time this resolution approving the mandate is passed (after adjusting for any new shares arising from conversion or exercise of convertible securities; or new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the option or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual and any subsequent bonus issue, consolidation or subdivision of shares in the Company), and unless revoked or varied by the Company in general meeting, such authority shall continue in force 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 the earlier."
 9. That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be empowered to allot and issue from time to time such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the KSH Scrip Dividend Scheme. **[Resolution 10]**
 10. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

BY ORDER OF THE BOARD

KSH Holdings Limited

Tang Hay Ming

Ong Beng Hong

Company Secretaries

10 July 2014

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- (i) Resolution 9 authorises the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to 50% of the Company's total number of issued shares excluding treasury shares in the capital of the Company, with an aggregate sub-limit of 20% of the Company's total number of issued shares excluding treasury shares for any issue of shares and convertible securities not made on a pro-rata basis to existing shareholders of the Company, as more particularly set out in the resolution.
- (ii) Resolution 10 authorises the Directors of the Company to issue shares pursuant to the KSH Scrip Dividend Scheme to members who in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of qualifying dividend.

NOTES:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies 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 Company's Registered Office, 36, Senoko Road Singapore 758108, not less than 48 hours before the time fixed for holding the Meeting.

NOTICE OF BOOKS CLOSURE FOR DIVIDEND

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 1 August 2014 for the purpose of determining Members' entitlements to the proposed final dividend.
Duly completed and stamped registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 1 August 2014 will be registered to determine shareholders' entitlements to the proposed final dividend.

Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with the Company's shares at 5.00 p.m. on 1 August 2014 will be entitled to the proposed final dividend.

Payment of the proposed final dividend, if approved by the members at the 8th Annual General Meeting to be held on 25 July 2014 will be paid on 8 August 2014.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of KSH Holdings Limited ("Company") will be held at 60 Eu Tong Sen Street, Furama City Centre, Heritage, Level 2, Singapore 059804 on 25 July 2014 at 10.30 a.m., or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same venue for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution:

All capitalised terms in this Notice shall have the meanings as ascribed to them in the Circular dated 10 July 2014 to Shareholders, unless otherwise defined herein.

AS ORDINARY RESOLUTION:

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) of Singapore (the "Companies Act"), the exercise by the directors of the Company ("Directors") of all the powers of the Company to purchase or otherwise acquire ordinary shares ("Shares") in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) on-market purchases (each a "Market Purchase") transacted on the Singapore Exchange Securities Trading Limited ("SGX-ST") through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with an equal access scheme as may be determined or formulated by the Directors as they consider fit,
 in accordance with the Companies Act, the Listing Manual and all other laws and regulations as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- (b) the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which purchases of Shares have been carried out to the full extent permitted under the Share Purchase Mandate; or
 - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of Shareholders in a general meeting;
- (c) in this Resolution:

"Prescribed Limit" means 10% of the issued Shares (excluding treasury shares), as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued share capital of the Company shall be taken to be the amount of the issued share capital of the Company 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 annual general meeting of the Company was held or required by law to be held and expiring on the date the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier, after the date of this Resolution;

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

 - (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
 - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,
 where:

"Average Closing Price" is the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, preceding the date of the Market Purchase, or the date of the making of the offer pursuant to the Off-Market Purchase, as the case may be, and deemed to be adjusted for any corporate action that occurs after such five-day period; and

"date of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders at the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient, necessary or desirable to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD OF DIRECTORS

KSH Holdings Limited

Tang Hay Ming

Ong Beng Hong

Company Secretaries

10 July 2014

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Company's registered office at 36 Senoko Road, Singapore 758108, not less than 48 hours before the time appointed for holding the EGM.
4. A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited 48 hours before the time appointed for holding the EGM.