



KSH HOLDINGS LIMITED

(Incorporated in the Republic of Singapore on 9 March 2006)
(Company Registration Number: 200603337G)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 7th 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, 26 July 2013 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive the audited accounts for the financial year ended 31 March 2013 and the Reports of the Directors and Auditor. **[Resolution 1]**
- To declare a final tax exempt (one-tier) dividend of 1.15 cents per share for the financial year ended 31 March 2013. **[Resolution 2]**
- To approve Directors' fees of S\$57,600 for the financial year ended 31 March 2013 to the Executive Directors. (2012: S\$57,600) **[Resolution 3]**
- To approve Directors' fees of S\$180,000 to be paid quarterly in arrears for the financial year ending 31 March 2014 to the Independent Directors. (2013: S\$180,000) **[Resolution 4]**
- To re-elect Mr Khua Kian Kheng Ivan who retire in accordance with Article 89 of the Company's Articles of Association and who, being eligible, offer himself for re-election. **[Resolution 5]**
Mr Khua Kian Kheng Ivan will, upon re-appointment as a Director of the Company, remain as Chairman of Nominating Committee and as a member of the Audit and Remuneration Committees and will be considered independent.
To note the retirement of Mr Lai Meng Seng, a Director who is retiring pursuant to Article 89 of the Company's Articles of Association. The Board of Directors (the "Board") has accepted the recommendation of the Nominating Committee and will not be proposing the re-election of Mr Lai Meng Seng to the Board upon his retirement at the forthcoming AGM of the Company. Upon the retirement of Mr Lai Meng Seng, he shall relinquish his position as an Independent Director, Chairman of the Remuneration Committee, and shall also cease to be a member of the Audit and Nominating Committees.
- To re-appoint Messrs Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **[Resolution 6]**

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares up to 50 per centum (50%) of the total number of issued shares** **[Resolution 7]**
"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 next 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."
- 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 8]**
- 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 Tony
Stella Chan Ah Chit
Company Secretaries

5 July 2013

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- Resolution 7 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.
- Resolution 8 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:

- 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.
- 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 5 August 2013 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 5 August 2013 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 5 August 2013 will be entitled to the proposed final dividend.

Payment of the proposed final dividend, if approved by the members at the 7th Annual General Meeting to be held on 26 July 2013 will be paid on 21 August 2013.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of KSH Holdings Limited (the "Company") will be held at 60 Eu Tong Sen Street, Furama City Centre, Heritage, Level 2, Singapore 059804, on 26 July 2013 at 10.30 a.m. or immediately following the conclusion or adjournment of the Annual General Meeting ("AGM") 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 any modifications the following resolution:

All capitalised terms in the resolution below and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

AS ORDINARY RESOLUTION:

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

That the Directors of the Company be and are hereby authorised to make purchases (whether by way of market purchases or off-market purchases on an equal access scheme) from time to time of up to ten per cent. (10%) of the total number of ordinary shares in the capital of the Company (excluding any ordinary shares held as treasury shares) as at the date of this Resolution at any price up to but not exceeding the Maximum Price, and this mandate shall continue in force until the date on which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier, unless prior thereto, share purchases are carried out to the full extent mandated or the Share Purchase Mandate is revoked or varied by the Company in general meeting.

BY ORDER OF THE BOARD

KSH Holdings Limited
Tang Hay Ming Tony
Stella Chan Ah Chit
Company Secretaries

5 July 2013

NOTES:

- 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 instead of him. A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 36 Senoko Road, Singapore 758108, not less than forty-eight (48) hours before the time for holding the EGM.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited forty-eight (48) hours before the time for holding the EGM.