



# NOTICE OF ANNUAL GENERAL MEETING

**ELEKTROMOTIVE GROUP LIMITED**  
(Registration No. 199407135Z)  
(the "Company")

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **ELEKTROMOTIVE GROUP LIMITED** will be held at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, #02-401/402, Suntec Tower 5, Singapore 038983 on Friday, 31 July 2015 at 11.00 a.m., for the following purposes:

## AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 March 2015 and the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$189,200 for the financial year ended 31 March 2015 (2014: S\$176,000). **(Resolution 2)**
- To re-elect Mr Tan Chong Chai, a Director retiring under Article 107 of the Company's Articles of Association. [See Additional Information (i)] **(Resolution 3)**
- To re-elect Mr Chou Kong Seng, a Director retiring under Article 107 of the Company's Articles of Association. [See Additional Information (ii)] **(Resolution 4)**
- To re-appoint Messrs Nexia TS Public Accounting Corporation as the Company's Independent Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business that 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 modifications:

- "SHARE ISSUE MANDATE"**  
That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst (the "Rules of the Catalyst") and notwithstanding the provisions of the Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:
  - issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
  - make or grant offers, agreements or options (collectively, "instruments") that may 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 may in their absolute discretion deem fit; and(notwithstanding that 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 while this Resolution was in force, provided that:
  - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares of the Company shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:
    - new shares arising from the conversion or exercise of any convertible securities;
    - new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of the Catalyst; and
    - any subsequent bonus issue, consolidation or subdivision of shares;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of the Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
  - unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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." [See Explanatory Note (a)] **(Resolution 6)**
  - "ELEKTROMOTIVE GROUP LIMITED PERFORMANCE SHARE PLAN"**  
That the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (the "Performance Share Plan") and to deliver existing shares (including treasury shares) and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of shares to be allotted and issued pursuant to the Performance Share Plan and any other share option and/or share incentive schemes of the Company then in force shall not exceed fifteen per cent. (15%) of the total number of issued shares of the Company from time to time." [See Explanatory Note (b)] **(Resolution 7)**
  - "RENEWAL OF SHARE PURCHASE MANDATE"**  
That:
    - for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter 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 hereinafter defined), whether by way of:
      - on-market purchases (each a "Market Purchase"), transacted on the Catalyst through the ready market, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/ or
      - off-market purchases (each an "Off-Market Purchase") effected otherwise than on the Catalyst in accordance with an equal access scheme as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,and otherwise in accordance with all other laws, regulations and 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 Company in general meeting, the authority conferred on the Directors of the Company 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:
      - the date on which the next annual general meeting ("AGM") of the Company is held or require by law to be held; or
      - the date on which the Share purchases or acquisitions are carried out to the full extent mandated; or
      - the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders of the Company in general meeting;
    - in this Resolution:  
"Prescribed Limit" means ten per cent. (10%) of the issued ordinary shares excluding treasury shares of the Company as at date of passing of this Resolution; and  
"Maximum Price" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:
      - in the case of a Market Purchase, 105% of the Average Closing Price (hereinafter defined) of the Shares; and
      - in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Highest Last Dealt Price (hereinafter defined) of the Shares,  
"Average Closing Price" means the average of the closing market prices of a Share for the five (5) consecutive Market Days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company and deemed to be adjusted in accordance with the Catalyst Rules for any corporate action which occurs after the relevant five (5) Market Days.  
"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the SGX-ST on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase.  
"day of the making of the offer" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.
    - the Directors of the Company and each of them be and are hereby authorised to take such steps and exercise such discretion to complete and do all such acts and things (including but without limitation, to negotiate, execute and authorise the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms circulars, announcements, instruments, notices, communications and other documents and thing, and to approve any amendment, alteration or modification to any such documents) as they or he may consider expedient or necessary to give effect to the matters contemplated in this resolution." [See Explanatory Note (c)] **(Resolution 8)**
  - "ELEKTROMOTIVE EMPLOYEES' SHARE OPTION SCHEME 2014"**  
That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Elektromotive Employees' Share Option Scheme 2014 (the "Scheme") and to allot, issue or transfer from time to time such number of shares in the capital of the Company as may be required to be issued or transferred pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed twenty per cent. (20%) of the total issued ordinary share capital of the Company from time to time." [See Explanatory Note (d)]. **(Resolution 9)**
  - "GRANT OF OPTIONS AT A DISCOUNT"**  
THAT subject to and contingent upon the passing of Resolution 9 above, the Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the Scheme with the exercise prices set at a maximum discount of twenty per cent. (20%) to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by the SGX-ST.  
In this notice, "Market Price" means the price equal to the average of the last dealt prices for a Share on the SGX-ST over the five (5) consecutive Market Days immediately preceding the Offering Date of that Option, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST, rounded up to the nearest whole cent in the event of fractional prices. [See Explanatory Note (e)] **(Resolution 10)**

By Order of the Board  
Abdul Jabbar Bin Karam Din  
Chan Poh Kuan  
Joint Company Secretaries

Singapore, 15 July 2015

## Additional Information relating to the Notice of the Annual General Meeting

- Item 3 – Re-election of Mr Tan Chong Chai, a Director retiring under Article 107 of the Company's Articles of Association.  
Mr Tan Chong Chai will, upon re-election, continue as an Executive Director of the Company.
- Item 4 – Re-election of Mr Chou Kong Seng, a Director retiring under Article 107 of the Company's Articles of Association.  
Mr Chou Kong Seng will, upon re-election, continue as an Independent Non-Executive Director of the Company and the Chairman of the Audit Committee. He will be considered Independent for the purpose of Rule 704(7) of the Rules of the Catalyst.

## Notes:-

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) 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 lodged at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building, Singapore 049910 not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.

## EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- Resolution 6** is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of instruments made or granted) shall not exceed hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of fifty per cent (50%) for shares issued other than on a pro rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 6, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of the Catalyst of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- Resolution 7** is to authorise the Directors to offer and grant awards in accordance with the provisions of Elektromotive Group Limited Performance Share Plan (the "Performance Share Plan") and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore to allot and issue shares under the Performance Share Plan. The size of the Performance Share Plan is limited to fifteen per cent (15%) of the total number of issued shares excluding treasury shares of the Company for the time being.
- The proposed **Resolution 8**, if passed, will empower the Directors of the Company to exercise all powers of the Company in purchasing or acquiring Shares pursuant to the terms of the Share Purchase Mandate. This authority will continue in force until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting or the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier unless previously revoked or varied at a general meeting. Detailed information on the Proposed Renewal of the Share Purchase Mandate is set out in the Addendum dated 15 July 2015.
- Resolution 9** is to empower the Director of the Company to offer and grant options in accordance with the provision of the Scheme and pursuant to Chapter 8 of the Rules of Catalyst, and to allot and issue Shares under the Scheme. The size of the Scheme is limited to twenty per cent (20%) of the total number of issued Shares, excluding treasury shares of the Company for the time being.
- Resolution 10** is to empower the Director of the Company to allot and issue shares on the exercise of options granted under the Scheme at a discount.

## Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.