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## NOTICE OF ANNUAL GENERAL MEETING

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### **Tan Chong International Limited**

(Incorporated in Bermuda with limited liability)

(Stock Code: 693)

### **Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN that the sixteenth annual general meeting of Tan Chong International Limited will be held at The Dynasty Club, 7/F South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, on Thursday, 30 May 2013 at 11:00 a.m. for the following purposes:

#### **As ordinary business**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2012.
2. To declare a final dividend for the year ended 31 December 2012.
3.
  - (i) To re-elect Mr. Glenn Tan Chun Hong as executive director of the Company.
  - (ii) To re-elect Mr. Masatoshi Matsuo as independent non-executive director of the Company.
  - (iii) To re-elect Mr. Tan Ngiap Joo as independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix directors' fees.
5. To re-appoint KPMG as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

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### As special business

6. To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:-

**(A) "That :-**

- (i) Subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) subject to the passing of each paragraph (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraph (i), (ii) and (iii) of this resolution which has been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

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## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

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### As special business (continued)

6. To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:- (continued)

**(A) "That :- (continued)**

(v) for the purpose of this resolution :-

(a) "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of :

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "Rights Issue" means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company.) "

**(B) "That :-**

(i) Subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution :-

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of :-

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

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## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

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### As special business (continued)

6. To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:- (continued)

(C) **“That** conditional upon resolutions numbered 6(A) and 6(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional ordinary shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 6(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the said resolutions. ”

7. To consider and, if thought fit, pass, with or without modifications the following resolution as a special resolution of the Company:-

“That the Chinese name “陳唱國際有限公司” be adopted as the secondary name of the Company, and that any one Director of the Company be and is hereby authorised to do all such acts and things and execute all documents he or she considers necessary or expedient in connection with or to give effect to such adoption of name of the Company.”

By Order of the Board  
**Teo Siok Ghee**  
Joint Company Secretary

Hong Kong, 23 April 2013

**Registered Office :** Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

**Principal Office in Hong Kong :** Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

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**Notes :**

- (i) All resolutions, excluding procedural and administrative matters, at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange") (the "Listing Rules") and the results of the poll will be published on the Exchange's and the Company's websites in accordance with the Listing Rules.
- (ii) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote for him in accordance with the Bye-laws of the Company; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (iv) In order to be valid, a form of proxy must be deposited at Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (v) The Register of Members of the Company will be closed during following periods:-
  - a. from Tuesday, 28 May 2013 to Thursday, 30 May 2013, both dates inclusive, during which period no transfer of shares will be effected, for the purpose of ascertaining shareholders' entitlement to attend and vote at the above meeting. In order to be eligible to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17th Floor, Shop No. 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 May 2013; and
  - b. from Wednesday, 5 June 2013 to Thursday, 6 June 2013, both dates inclusive, during which period no transfer of shares will be effected, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at the address as set-out in sub-paragraph (a) above not later than 4:30 p.m. on Tuesday, 4 June 2013.
- (vi) The biographies of the directors of the Company proposed for re-election and further details concerning item 6 (A) to 6 (C) set out in the above notice are being dispatched to the shareholders of the Company.

*As at the date of this notice, the executive directors are Mr. Tan Eng Soon, Mr. Joseph Ong Yong Loke, Mr. Tan Kheng Leong, Mdm. Sng Chiew Huat and Mr. Glenn Tan Chun Hong. Independent non-executive directors are Mr. Lee Han Yang, Mr. Masatoshi Matsuo, Mr. Tan Ngiap Joo and Mr. Ng Kim Tuck.*