



JEWELLERY GROUP

## SK JEWELLERY GROUP LIMITED

Company Registration No.: 201214694Z  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of SK Jewellery Group Limited (the "**Company**") will be held at 7 Changi Business Park Vista, #01-01, Singapore 486042 on Monday, 29 April 2019 at 10.00 a.m. to transact the following business:

#### **AS ORDINARY BUSINESS**

- To receive and consider the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 ("**FY2018**") together with the Independent Auditors' Report thereon. Resolution 1
- To re-elect Mr Lim Yong Sheng who is retiring in accordance with Article 89 of the Constitution of the Company ("**Constitution**"), as a director of the Company ("**Director**"). Resolution 2
- To re-elect Mr Lye Hoong Yip Raymond who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 3  
[Mr Lye Hoong Yip Raymond shall, upon re-election as a Director, remain as the Chairman of the Remuneration Committee of the Company and as a member of the Nominating Committee and Audit Committee of the Company. Mr Lye Hoong Yip Raymond shall be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**").]
- To re-elect Mr Sim Eng Huat who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 4  
[Mr Sim Eng Huat shall, upon re-election as a Director, remain as the Chairman of the Nominating Committee of the Company and as a member of the Audit Committee and Remuneration Committee of the Company. Mr Sim Eng Huat shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.]  
*The information of the above-mentioned Directors as required under Rule 720(5) of the Catalyst Rules can be found under the section entitled "Corporate Governance Report" in the Annual Report 2018.*
- To approve the Directors' fees of S\$490,000 for the financial year ending 31 December 2019, payable quarterly in arrears. Resolution 5
- To re-appoint Messrs RSM Chio Lim LLP as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6

#### **AS SPECIAL BUSINESS**

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

- Authority to allot and issue shares** Resolution 7  
That pursuant to Section 161 of the Companies Act, Cap. 50. and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors to allot and issue shares ("**Shares**") and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:-
  - the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), 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 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
  - (subject to such manner of calculations as may be prescribed by the SGX-ST), 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 and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:-
    - new Shares arising from the conversion or exercise of any convertible securities;
    - new Shares arising from exercising 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 Catalyst Rules; and
    - any subsequent bonus issue, consolidation or sub-division of Shares; and
  - unless revoked or varied by the Company in a 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 is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)]
- Authority to allot and issue Shares under the SK Jewellery Group Performance Share Plan** Resolution 8  
That approval be and is hereby given to the Directors to:
  - offer and grant awards in accordance with the provisions of the SK Jewellery Group Performance Share Plan (the "**Plan**"); and
  - allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

[See Explanatory Note (ii)]
- To transact any other business which may be properly transacted at an Annual General Meeting.

#### **Explanatory Notes:**

- The proposed Resolution 7, if passed, will empower the Directors from the date of the above Annual General Meeting of the Company until the date of the next Annual General Meeting of the Company, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities which the Directors may allot and issue under Resolution 7 shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7. For allotment and issue of Shares and convertible securities other than on a *pro rata* basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The proposed Resolution 8, if passed, will empower the Directors to offer and grant awards and to issue and allot Shares pursuant to the Plan. The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of Shares which may be issued pursuant to the Plan is limited to 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

#### **By Order Of the Board**

Goh Hoi Lai  
Company Secretary

Date: 12 April 2019

#### **Notes:**

- A member entitled to attend and vote at this Annual General Meeting of the Company is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- If a proxy is to be appointed, the form must be deposited at the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours before the Annual General Meeting of the Company.
- The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- In the case of joint shareholders, all holders must sign the form of proxy.

#### **Personal Data Privacy:**

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

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, United Overseas Bank Limited (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this notice.*

*This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr. Lim Hoon Khiet, Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, Telephone: +65 6533 9898*