

UNIONMET (SINGAPORE) LIMITED

(Incorporated in Singapore with limited liability)

(Co. Reg. No: 200409104W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of UNIONMET (SINGAPORE) LIMITED (the "Company") will be held at RELC International Hotel, 30 Orange Grove Road, Singapore 258352, Room 506, Level 5 on Monday, 31 March 2014 at 10.00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 30 November 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Article 88 of the Company's Articles of Association:
Mr Li Hua **(Resolution 2)**
Mr Raphael Tham Wai Mun **(Resolution 3)**
Mr Ngan See Juan **(Resolution 4)**
Mr Yip Mun Foong **(Resolution 5)**
Mr Ngan See Juan will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees; and will be considered independent for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").
Mr Yip Mun Foong will, upon re-election as a Director of the Company, remain as Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee; and will be considered independent for purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- To appoint Mdm Weng Huixin as a Director of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50. **(Resolution 6)**
(See Explanatory Note (i))
- To approve the payment of Directors' fees of S\$133,000 for the year ending 30 November 2014 to be paid quarterly in arrears (2013: S\$280,000). **(Resolution 7)**
- To re-appoint Ernst and Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

7. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
- for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities;
 - new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities.
(See Explanatory Note (ii)) **(Resolution 9)**

By Order of the Board

Busarakham Kohsikaporn

Toh Lei Mui

Company Secretaries

Singapore, 14 March 2014

Explanatory Notes on Resolutions to be passed:

- The effect of the Ordinary Resolution 6 proposed in item 3 above, is to appoint a Director who is over 70 years. Mdm Weng Huixin will, upon her appointment as a Director of the Company, be appointed as a member of the Audit and Remuneration Committees. Mdm Weng will be considered non-independent for purposes of Rule 704(8) of the Listing Manual of the SGX-ST by virtue of her 100% interest in Precious Stream Holdings Limited, a controlling shareholder of the Company.
- The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 8 Shenton Way #42-02, Singapore 068811 not less than forty-eight (48) hours before the time appointed for holding the Meeting.