



## Giken Sakata (S) Limited (RCB No :197903879W)

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### Notice of Annual General Meeting

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**NOTICE IS HEREBY GIVEN** that the Twenty-Ninth Annual General Meeting of the Company will be held at No. 7 Second Chin Bee Road, Singapore 618774, on the 9<sup>th</sup> day of July 2009 at 10.00 a.m. for the following purposes :

#### **Ordinary Business**

1. To receive and consider the Audited Accounts of the Company for the year ended 31 March 2009 together with the Reports of the Directors and Auditors of the Company. (Resolution 1)
2. To approve the payment of Directors' Fees for the year ended 31 March 2009. (Resolution 2)
3. To re-elect the following Directors of the Company pursuant to Article 91 of the Articles of Association of the Company:
  - (i) Mr Chin Siew Gim (Resolution 3a)  
(See Explanatory Note 1)
  - (ii) Mr Lai Kim Fatt (Resolution 3b)  
(See Explanatory Note 2)
4. To re-elect the following directors of the Company pursuant to Article 97 of the Articles of Association of the Company:
  - (i) Mr Chua Khing Seng (Resolution 4)  
(See Explanatory Note 3)
5. To appoint Ernst & Young LLP as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed upon between the Directors and the Auditors. (Resolution 5)
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### **Special Business**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution, with or without any modifications:

7. **Authority to issue shares up to 50 per centum (50%) of the issued shares in the capital of the Company**

"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, the Directors be empowered to allot and issue 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 as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of the shares (including shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company at the time of the passing of this resolution, of which the aggregate 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 per centum (20%) of the total number of issued shares in the capital of the Company 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 the 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."

(Resolution 6)

(See Explanatory Note 4)

#### **8. Renewal of Shareholders' Mandate for Interested Person Transactions**

That for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Notice of Annual General Meeting dated 23 June 2009 (the "Appendix") with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the "Shareholders' Mandate");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit

(Resolution 7)

(See Explanatory Note 5)

Dated this 23<sup>rd</sup> day of June 2009

By Order of the Board

Ng Say Tiong  
Company Secretary

#### **Explanatory Notes:**

1. The Ordinary Resolution 3(a) if passed, Mr Chin Siew Gim will remain as the Chairman of the Audit Committee, Nomination Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
2. The Ordinary Resolution 3(b) if passed, Mr Lai Kim Fatt will remain as a member of the Audit Committee, Nomination Committee and Remuneration Committee and will be considered

independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

3. The Ordinary Resolution 4 if passed, Mr Chua Khing Seng will remain as a member of the Audit Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
4. The Ordinary Resolution 6, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this resolution would not exceed fifty per centum (50%) of the total number of issued shares of the Company at the time of passing this resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the total number of issued shares of the Company.

For the purpose of this resolution, the percentage of issued shares is based on the total number of issued shares at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

5. The Ordinary Resolution 7, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Notice of Annual General Meeting and recurring in the year and will empower the Directors to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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.

**Notes:**

1. A member of the Company entitled to attend the meeting may appoint a proxy to vote instead of him, a proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited with the Secretary at the Registered Office at 3 Church Street #08-01 Samsung Hub, Singapore 049483, not less than forty-eight hours before the time appointed for holding the Meeting.