



SUNRIGHT LIMITED

Company Registration Number 197800523M
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting of the Company will be held at Lounge 1883, Level 1, Singapore Recreation Club, B Connaught Drive, Singapore 179682 on Thursday, 20 November 2015 at 9:30 a.m. for the following purposes:-

As Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 July 2015 and the Auditors' Report thereon. Resolution 1
2. To declare a tax-exempt one-tier final dividend of 0.4 Singapore cents per ordinary share for the financial year ended 31 July 2015. Resolution 2
3. To re-elect Ms Lim Mee Ing, who will be retiring by rotation under Article 87 of the Company's Articles of Association and who, being eligible, offers herself for re-election as a Director of the Company. Resolution 3
Note: If re-elected, Ms Lim Mee Ing, a Non-independent Director, will remain as a member of the Audit Committee.
4. To re-appoint the following directors retiring under Section 153(6) of the Singapore Companies Act, Chapter 50, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company:
 - (a) Mr Francis Lee Choon Hui (*Independent Director & Chairman of the Audit Committee*) Resolution 4
[See Explanatory Note (ii)]
 - (b) Mr Timothy Brooks Smith (*Independent Director & a member of the Audit Committee*) Resolution 5
[See Explanatory Note (ii)]**Note:** If re-appointed, Mr Francis Lee Choon Hui and Mr Timothy Brooks Smith will remain as Chairman and a member of the Audit Committee respectively.
5. To approve the payment of Directors' fees of S\$164,000 (2014: S\$125,000). Resolution 6
6. To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. Resolution 7
7. To transact any other business as may properly be transacted at an Annual General Meeting.

By Order of the Board

Adeline Lim Kim Swan

Company Secretary
29 October 2015

Explanatory Note

- (i) Resolutions 3 to 5 – Detailed information on these directors can be found in the Board of Directors section and Corporate Governance Statement in the Annual Report 2015. Save for Ms Lim Mee Ing, there are no relationships (including immediate family relationship) between each of the directors and the other directors, the Company or its 10% shareholders.
- (ii) The effect of Resolutions 4 to 5 above, are to re-appoint the directors who are over 70 years of age and if passed, they will hold office until the next Annual General Meeting. Such re-appointment of their directorship will no longer be subject to shareholders' approval under Section 153(6) of the Singapore Companies Act, Chapter 50 as repealed when the Companies (Amendment) Act 2014 comes into force. The directors will then be subject to retirement by rotation under the Company's Articles of Association.

Notes:

- (1) The Chairman of the Annual General Meeting will be exercising his right under Article 64(a) of the Articles of Association of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of a poll.
- (2) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. Such proxy(ies) need not be a member of the Company.
- (3) The instrument appointing proxy(ies) must be deposited at the Registered Office of the Company at Block 1093 Lower Delta Road #02-01/08, Tiong Bahru Industrial Estate, Singapore 169204, not less than 48 hours before the time appointed for holding the Annual General Meeting.

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 member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) 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 Company (or its agents or service providers) 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 or service providers), 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 or service providers) of the personal data of such 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.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

Subject to the approval of the shareholders for the final dividend being obtained at the Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed from 5.00 p.m. on 25 November 2015 for the purpose of determining shareholders' entitlements to the proposed final dividend.

Duly completed registrable transfers of the ordinary shares in the capital of the Company received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 25 November 2015 will be registered before entitlements to the proposed final dividend are determined.

Shareholders whose Securities Account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 25 November 2015 will be entitled for the proposed final dividend.

The final dividend, if approved by shareholders at the Annual General Meeting, will be paid on 4 December 2015.

By Order of the Board

Adeline Lim Kim Swan

Company Secretary
29 October 2015