

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting of Sin Heng Heavy Machinery Limited (the "Company") will be held at Raffles Marina, No. 10, Tuas West Drive, Singapore 638404 on Wednesday, 31 October 2012 at 10:00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 30 June 2012 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax-exempt cash dividend of 0.55 Singapore cents for each ordinary share held in the capital of the Company in respect of the financial year ended 30 June 2012. **(Resolution 2)**
3. To re-elect Mr Tan Cheng Guan, retiring by rotation under Article 89 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **(Resolution 3)**
4. To re-elect Mr Yeo Yun Seng, Bernard, retiring by rotation under Article 89 of the Company's Articles of Association and who, being eligible, offers himself for re-election.  
Mr Yeo Yun Seng, Bernard, will upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr Yeo is considered as Independent and Non-Executive Director. **(Resolution 4)**
5. To re-elect Mr Kuniyoshi Furukawa, retiring by rotation under Article 96 of the Company's Articles of Association and who, being eligible, offers himself for re-election.  
Mr Kuniyoshi Furukawa, will upon re-election as Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company. Mr Furukawa is considered as Non-Independent and Non-Executive Director. **(Resolution 5)**
6. To re-elect Mr Hiroshi Takahashi, retiring by rotation under Article 96 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **(Resolution 6)**
7. To re-elect Mr Hideki Okada, retiring by rotation under Article 96 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **(Resolution 7)**
8. To re-elect Mr Soh Sai Kiang, retiring by rotation under Article 96 of the Company's Articles of Association and who, being eligible, offers himself for re-election.  
Mr Soh Sai Kiang, will upon re-election as Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company. Mr Soh is considered as Independent and Non-Executive Director. **(Resolution 8)**
9. To appoint Mr Tan Ah Lye, pursuant to Section 153(6) of the Companies Act, Chapter 50 as a Director of the Company to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.  
Mr Tan Ah Lye, will upon appointed as Director of the Company, be acting as Non-Executive Chairman of the Company. **(Resolution 9)**
10. To approve the payment of Directors' fees of S\$357,602 (2011: S\$356,000) for the financial year ended 30 June 2012. **(Resolution 10)**
11. To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 11)**

**AS SPECIAL BUSINESS**

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

**12. Mandate to issue shares in the capital of the Company**

That authority be and is hereby given to the Directors to:

- (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the "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 for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force, provided that:
  - (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in paragraph (2) below), of which the aggregate number of shares and instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per cent of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (2) below);
  - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
    - (i) new shares arising from the conversion or exercise of any convertible securities;
    - (ii) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
    - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
  - (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
  - (d) unless revoked or varied by the Company in General Meeting, the authority conferred by this Resolution shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the instruments, made or granted to this Resolution, until the issuance of such shares in accordance with the terms of the instruments.

[See Explanatory Note (i)]

**(Resolution 12)**

13. To transact any other business as may properly be transacted at an Annual General Meeting.

**NOTICE OF BOOKS CLOSURE DATE AND PAYMENT DATE FOR FINAL DIVIDEND**

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held at Raffles Marina, No. 10, Tuas West Drive, Singapore 638404 on Wednesday, 31 October 2012 at 10:00 a.m. -

1. A final one-tier tax-exempt cash dividend of 0.55 Singapore cents per ordinary share for the financial year ended 30 June 2012 will be paid on 18 December 2012.
2. The Share Transfer Book and Register of Members of the Company will be closed on 30 November 2012 for the preparation of dividend payment. Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623 up to 5.00 p.m. on 29 November 2012 will be registered to determine shareholders' entitlement to the proposed final dividend.

Shareholders whose securities account with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 29 November 2012 will be entitled to the proposed final dividend.

By Order of the Board

Mr Tan Cheng Soon Don  
Managing Director  
Singapore  
16 October 2012

**Explanatory Notes:**

- (i) The Resolution 12 in item 12 above empowers the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50% of the 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, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 12 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 12 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

**Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy must be deposited at the registered office of the Company's share registrar Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.