

**STARBURST HOLDINGS LIMITED**

(Company Registration No: 201329079E)  
(Incorporated in Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **STARBURST HOLDINGS LIMITED** will be held at Raffles City Convention Centre, Bras Basah Room, Level 4, 80 Bras Basah Road, Singapore 189560 on Thursday, 23 April 2015 at 10 a.m. for the following purposes:

**ORDINARY BUSINESS**

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a final tax exempt (one-tier) dividend of S\$0.012 per ordinary share for the financial year ended 31 December 2014. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Articles 93 and 99 of the Articles of Association of the Company, and who have, being eligible, offered themselves for re-election as Directors:  
Mr. Edward Lim Chin Wah (Retiring under Article 93) **(Resolution 3)**  
Mr. Gan Lai Chiang (Retiring under Article 99) **(Resolution 4)**  
Mr. Gopal Perumal (Retiring under Article 99) **(Resolution 5)**  
Mr. Tan Teng Wee (Retiring under Article 99) **(Resolution 6)**  
*The detailed information of the above mentioned directors as recommended under Guideline 4.7 of the Code of Corporate Governance 2012 can be found under the section entitled 'Board of Directors' and the "Corporate Governance Report" in the Annual Report.*  
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$95,054 for the financial year ended 31 December 2014. **(Resolution 7)**
- To approve the payment of Directors' fees of S\$160,000 for the financial year ending 31 December 2015, payable quarterly in arrears.  
[See Explanatory Note (ii)] **(Resolution 8)**
- To re-appoint Deloitte & Touche LLP as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**
- 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 resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to allot and issue shares  
That pursuant to Section 161 of the Singapore Companies Act, Cap. 50 and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual: Rules of Catalist (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:  
(a) (i) allot and issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or  
(ii) 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) options, 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 of the Company 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 Instruments made or granted by the Directors of the Company while this Resolution was in force,  
provided that:  
(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-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 sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) is based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of this Resolution is passed, after adjusting for:  
(a) new shares arising from the conversion or exercise of any convertible securities;  
(b) new shares arising from the exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and  
(c) any subsequent bonus issue, consolidation or subdivision of shares;  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules 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  
(4) unless revoked or varied by the Company in a general meeting, such authority 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 of the Company is required by law to be held, whichever is earlier.  
[See Explanatory Note (iii)] **(Resolution 10)**
- Authority to allot and issue shares under the Starburst Employee Share Option Scheme (the "Share Option Scheme")  
That pursuant to Section 161 of the Singapore Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the Option Scheme provided always that the aggregate number of new shares to be allotted and issued pursuant to the Share Option Scheme, Starburst Performance Share Plan, and all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company shall not exceed fifteen per centum (15%) of the total number of issued share (excluding treasury shares) in the capital of the Company from time to time, as determined in accordance with the provisions of the Share Option Scheme.  
[See Explanatory Note (iv)] **(Resolution 11)**
- Authority to allot and issue shares under the Starburst Performance Share Plan  
That pursuant to Section 161 of the Singapore Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to grant awards in accordance with the provisions of the Starburst Performance Share Plan and to allot and issue from time to time, such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Starburst Performance Share Plan, provided always that the aggregate number of shares issued and issuable pursuant to vesting of awards granted under the Starburst Performance Share Plan, when added to (i) the number of shares issued and issuable in respect of all awards granted or awarded thereunder; and (ii) all shares issued and issuable in respect of all options granted or awards granted under the Option Scheme, all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company on the day preceding the relevant date of the award.  
[See Explanatory Note (v)] **(Resolution 12)**

By Order of the Board

**Wu Guangyi**  
**Yoo Loo Ping**  
Joint Company Secretaries

Singapore  
8 April 2015

**EXPLANATORY NOTES:**

- Mr. Edward Lim Chin Wah, upon re-election as a Director of the Company, will remain as an executive Director and Chairman of the Board.  
Mr. Gan Lai Chiang, upon re-election as a Director of the Company, will remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees, and the Board of Directors (save for Mr. Gan Lai Chiang) considers him independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. Mr. Gan will also remain as the Lead Independent Director of the Company.  
Mr. Gopal Perumal, upon re-election as a Director of the Company, will remain as the Chairman of the Remuneration Committee, and a member of the Nominating and Audit Committees, and the Board of Directors (save for Mr. Gopal Perumal) considers him independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.  
Mr. Tan Teng Wee, upon re-election as a Director of the Company, will remain as the Chairman of the Nominating Committee, and a member of the Remuneration and Audit Committees, and the Board of Directors (save for Mr. Tan Teng Wee) considers him independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.
- Ordinary Resolution 8 should be read in conjunction with the proposed remuneration for non-executive directors for the financial year ended 31 December 2014 as presented on page 29 of the Corporate Governance Report in the Annual Report. Ordinary Resolution 8, if passed, will facilitate the payment of Directors' fees during the financial year ending 31 December 2015 in which the fees are incurred which is payable quarterly in arrears.
- The Ordinary Resolution 10 in item 8 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders.  
For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for 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 when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 11 in item 9 above, if passed, will empower the Directors to issue shares up to an amount in aggregate not exceeding fifteen per centum (15%) of the issued share capital (excluding treasury shares) of the Company pursuant to the Starburst Employee Share Option Scheme which was approved at the Extraordinary General Meeting of the Company on 28 May 2014. This authority is in addition to the general authority to issue shares sought under Ordinary Resolution No. 10.
- The Ordinary Resolution 12 in item 10 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards under the Starburst Performance Share Plan in accordance with the provisions of the Starburst Performance Share Plan and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the awards under the Starburst Performance Share Plan subject to the maximum number of shares prescribed under the terms and conditions of the Starburst Performance Share Plan.  
The aggregate number of ordinary shares which may be allotted and issued pursuant to the Starburst Performance Share Plan and under any other share incentive scheme or share plan adopted by the Company for the time being in force, is limited to fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) of the Company from time to time. This authority is in addition to the general authority to issue shares sought under Ordinary Resolution No. 10.

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

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 5 May 2015 for the purpose of determining Members' entitlements to the proposed final dividend.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 5 May 2015 will be registered to determine shareholders' entitlements to the proposed final dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with the Company's shares at 5.00 p.m. on 5 May 2015 will be entitled to the proposed final dividend.

The proposed final dividend, if approved by members at the Annual General Meeting to be held on 23 April 2015, will be paid on 18 May 2015.

**NOTES:**

- A Member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of the member. A proxy need not be a Member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the Member is a corporation, the instrument appointing the proxy must be given under its common seal or signed on its behalf by an attorney or a duly authorized officer of the corporation.
- The instrument appointing a proxy, duly executed, must be deposited at the Registered Office of the Company at 6 Tuas West Street Singapore 637442 not less than forty-eight (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 Meeting and/or any adjournment thereof, a member of the Company:

- 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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");
- 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 such proxy(ies) and/or representative(s) for the Purposes; and
- 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.