

# REGAL INTERNATIONAL GROUP LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No: 200508585R)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Regal International Group Ltd. (the "**Company**") will be held at 8 Wilkie Road, #03-01 Wilkie Edge, Singapore 228095 on Thursday, 7 May 2015 at 10.00 a.m. (the "**Meeting**") for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any amendment:

## **ORDINARY RESOLUTION 1: THE PROPOSED GRANT OF SHARE OPTIONS TO SUBSCRIBE FOR UP TO 1,200,000 SHARES UNDER THE REGAL INTERNATIONAL GROUP EMPLOYEE SHARE OPTION SCHEME TO SU CHUNG JYE, A CONTROLLING SHAREHOLDER OF THE COMPANY**

That approval be and is hereby given to the Directors to grant to Su Chung Jye, a controlling shareholder of the Company, up to an aggregate of options to subscribe for up to 1,200,000 shares of the Company (the "**Share Options**") in accordance with the rules of the Regal International Group Employee Share Option Scheme (the "**Scheme**") and to allot and issue or deliver from time to time such number of fully paid-up ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Share Options under the Scheme, on the following terms:

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| (i) Proposed Date of Grant:  | Within one (1) month from the date of the Meeting  |
| (ii) Number of new Share Options to be granted and Exercise Price:                   | Up to 600,000 Share Options with exercise price at the Market Price, and up to 600,000 Share Options with exercise price at a 20% discount to the Market Price |
| (iii) Exercise Period of Share Options granted at Market Price:                      | The period from the day after the 1st anniversary of the Date of Grant to the day falling before the 10th anniversary of the Date of Grant                     |
| (iv) Exercise Period of Share Options granted at a 20% discount to the Market Price: | The period from the day after the 2nd anniversary of the Date of Grant to the day falling before the 10th anniversary of the Date of Grant                     |

## **ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF SHARE OPTIONS TO SUBSCRIBE FOR UP TO 480,000 SHARES UNDER THE REGAL INTERNATIONAL GROUP EMPLOYEE SHARE OPTION SCHEME TO WONG PAK KIONG, A CONTROLLING SHAREHOLDER OF THE COMPANY**

That approval be and is hereby given to the Directors to grant to Wong Pak Kiong, a controlling shareholder of the Company, up to an aggregate of options to subscribe for up to 480,000 shares of the Company (the "**Share Options**") in accordance with the rules of the Regal International Group Employee Share Option Scheme (the "**Scheme**") and to allot and issue or deliver from time to time such number of fully paid-up ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Share Options under the Scheme, on the following terms:

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| (i) Proposed Date of Grant:  | Within one (1) month from the date of the Meeting  |
| (ii) Number of new Share Options to be granted and Exercise Price:                   | Up to 240,000 Share Options with exercise price at the Market Price, and up to 240,000 Share Options with exercise price at a 20% discount to the Market Price |
| (iii) Exercise Period of Share Options granted at Market Price:                      | The period from the day after the 1st anniversary of the Date of Grant to the day falling before the 10th anniversary of the Date of Grant                     |
| (iv) Exercise Period of Share Options granted at a 20% discount to the Market Price: | The period from the day after the 2nd anniversary of the Date of Grant to the day falling before the 10th anniversary of the Date of Grant                     |

## **ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF SHARE OPTIONS TO SUBSCRIBE FOR UP TO 240,000 SHARES UNDER THE REGAL INTERNATIONAL GROUP EMPLOYEE SHARE OPTION SCHEME TO SERENA SU CHUNG WEN, AN ASSOCIATE OF SU CHUNG JYE, A CONTROLLING SHAREHOLDER OF THE COMPANY**

That approval be and is hereby given to the Directors to grant to Serena Su Chung Wen, who is the sister of Su Chung Jye and therefore regarded as an associate of Su Chung Jye, a controlling shareholder of the Company, up to an aggregate of options to subscribe for up to 240,000 shares of the Company (the "**Share Options**") in accordance with the rules of the Regal International Group Employee Share Option Scheme (the "**Scheme**") and to allot and issue or deliver from time to time such number of fully paid-up ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Share Options under the Scheme, on the following terms:

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| (i) Proposed Date of Grant:  | Within one (1) month from the date of the Meeting  |
| (ii) Number of new Share Options to be granted and Exercise Price:                   | Up to 120,000 Share Options with exercise price at the Market Price, and up to 120,000 Share Options with exercise price at a 20% discount to the Market Price |
| (iii) Exercise Period of Share Options granted at Market Price:                      | The period from the day after the 1st anniversary of the Date of Grant to the day falling before the 10th anniversary of the Date of Grant                     |
| (iv) Exercise Period of Share Options granted at a 20% discount to the Market Price: | The period from the day after the 2nd anniversary of the Date of Grant to the day falling before the 10th anniversary of the Date of Grant                     |

### **By Order of the Board**

Lee Mei San  
Company Secretary  
22 April 2015  
Singapore

### **Proxies:**

1. A member of the Company is entitled to attend and vote at the above Meeting and may appoint not more than two proxies to attend and vote instead of him.
2. Where a member appoints two proxies, he shall specify the proportion of this shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing the proxy must be under seal of the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 63 Sungei Kadut Loop, Singapore 729484 not less than 48 hours before the time appointed for holding the above Meeting.

### **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the 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) 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**"), (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), 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 (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.