

SBS TRANSIT LTD

(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 199206653M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of the Company will be held on Wednesday, 27 April 2016 at 10.00 a.m. at:

**HDB HUB AUDITORIUM
BASEMENT 1
480 LORONG 6 TOA PAYOH
SINGAPORE 310480**

The Annual General Meeting is for the purpose of transacting the following business:

Ordinary Business:

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the Financial Year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a tax-exempt one-tier final dividend of 1.05 cents per ordinary share in respect of the Financial Year ended 31 December 2015. **(Resolution 2)**
3. To approve the payment of Directors' fees of \$439,175 for the Financial Year ended 31 December 2015. (FY2014: \$420,383). **(Resolution 3)**
4. To re-elect Mr John De Payva, a Director retiring pursuant to Article 97 of the Company's Articles of Association. **(Resolution 4)**
5. To re-elect Mr Wee Siew Kim, a Director retiring pursuant to Article 97 of the Company's Articles of Association. **(Resolution 5)**
6. To re-appoint Mr Chin Harn Tong, a Director who was previously re-appointed to hold office until the Twenty-Third Annual General Meeting of the Company pursuant to then Section 153(6) of the Companies Act, Cap. 50. **(Resolution 6)**
7. To re-appoint Mr Lim Jit Poh, a Director who was previously re-appointed to hold office until the Twenty-Third Annual General Meeting of the Company pursuant to then Section 153(6) of the Companies Act, Cap. 50. **(Resolution 7)**
8. To re-appoint Mr Cheong Yip Seng, a Director who was previously re-appointed to hold office until the Twenty-Third Annual General Meeting of the Company pursuant to then Section 153(6) of the Companies Act, Cap. 50. **(Resolution 8)**
9. To re-appoint Mr Kua Hong Pak, a Director who was previously re-appointed to hold office until the Twenty-Third Annual General Meeting of the Company pursuant to then Section 153(6) of the Companies Act, Cap. 50. **(Resolution 9)**
10. To re-appoint Messrs Deloitte & Touche LLP as Auditors and authorise the Directors to fix their Remuneration. **(Resolution 10)**

Books Closure and Dividend Payment Dates

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 7 May 2016 for the purposes of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 1.05 cents per ordinary share for the Financial Year ended 31 December 2015.

Duly completed and stamped transfers received by the Company's Share Registrars, B.A.C.S. Private Limited, 8, Robinson Road, #03-00 ASO Building, Singapore 048544 up to 5.00 p.m. on 6 May 2016 will be registered to determine Shareholders' entitlements to the final dividend. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 6 May 2016 will be entitled to the proposed final dividend.

The final dividend, if approved by the Shareholders at the Twenty-Third Annual General Meeting of the Company, will be paid on 13 May 2016.

By Order of the Board

Chan Wan Tak, Wendy
Company Secretary
Singapore
29 March 2016

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies (a form is enclosed) must be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701 not less than 48 hours before the time appointed for the Annual General Meeting.

Explanatory note:

Ordinary Resolutions 6 to 9, if respectively passed, will re-appoint the Directors mentioned in the respective Ordinary Resolutions as Directors of the Company. As the said Directors were re-appointed at the Twenty-Second Annual General Meeting of the Company to hold office until the Twenty-Third Annual General Meeting of the Company pursuant to the then Section 153(6) of the Companies Act, Cap. 50, the Ordinary Resolutions are to re-appoint them to continue in office as Directors of the Company.

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) for the purpose of the processing and administration by the Company (or its agents) of proxies 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) 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.

Additional Information on Ordinary Business

Mr Wee Siew Kim is the Chairman of the Audit and Risk Committee while Mr Chin Harn Tong is a Member of the Audit and Risk Committee. They are considered independent Directors of the Company. If re-elected or re-appointed, Mr Wee Siew Kim will continue as Chairman of the Audit and Risk Committee while Mr Chin Harn Tong will continue as a Member of the Audit and Risk Committee.