

WILTON RESOURCES CORPORATION LIMITED

(Company Registration No. 200300950D)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("AGM") of Wilton Resources Corporation Limited (the "Company") will be held at Changi Room, Level 4, Holiday Inn Singapore Atrium, 317 Outram Road, Singapore 169075 on Friday, 23 October 2015 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the financial year ended 30 June 2015 together with the Auditors' Report thereon. **Resolution 1**
- To approve the payment of Directors' fees of S\$250,000 for the financial year ending 30 June 2016, payable quarterly in arrears (FY2015: S\$250,000). **Resolution 2**
- (i) To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Articles of Association of the Company ("Articles"):
Mr. Wijaya Lawrence **Resolution 3**
Mr. Tan Cher Liang **Resolution 4**
[See Explanatory Note (i)]
(ii) To note that Mr. Geoffrey Samuel Eupene will be retiring pursuant to Article 91 of the Articles and he will not be seeking re-election at the AGM.
- To re-appoint Messrs Ernst & Young LLP, Certified Public Accountants, as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 5**
- To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

6. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("Catalist Rules") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), the directors of the Company ("Directors") be authorised and empowered to:

- allot and issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - 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 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 pursuant to any Instrument made or granted by the Directors while this resolution was in force, (the "Share Issue Mandate") provided that:
- the aggregate number of Shares (including Shares to be issued pursuant to the Instruments, made or granted pursuant to this resolution) and Instruments 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) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares) at the time of the passing of this resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this resolution; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the Share Issue Mandate 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; and
 - unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM or the date by which the next AGM 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 pursuant to this resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

[See Explanatory Note (ii)]

Resolution 6

By Order of the Board
Chew Kok Liang
Company Secretary
Singapore, 8 October 2015

Explanatory Notes:

- The key information of Mr. Wijaya Lawrence and Mr. Tan Cher Liang can be found in the annual report.
Mr. Wijaya Lawrence will, upon re-election, remain as the Executive Chairman and President of the Company and a member of the Remuneration Committee. Mr. Wijaya Lawrence is the brother-in-law of Mr. Ngiam Mia Je Patrick, the Non-Executive Director as well as the controlling shareholder of the Company.
Mr. Tan Cher Liang will, upon re-election, remain as an Independent Non-Executive Director of the Company, chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships between Mr. Tan Cher Liang and the other Directors, the Company, its related corporations, its 10% shareholders or its officers.
- Resolution 6 above, if passed, will empower the Directors from the date of the AGM until the date of the next AGM, or the date by which the next AGM 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), of which up to fifty per centum (50%) may be issued other than on a pro rata basis to existing shareholders of the Company.
For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares) at the time this resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this resolution is passed and any subsequent consolidation or subdivision of Shares.

Notes:

- A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 390 Havelock Road, #07-06 King's Centre, Singapore 169662 not less than 48 hours before the time set for the AGM.

Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 68546160.