



## LEY CHOON GROUP HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 198700318G)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Ley Choon Group Holdings Limited (the "Company") will be held at 3 Sungei Kadut Drive Singapore 729556 on 31 March 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions.

#### ORDINARY RESOLUTION 1 – MASTER MURABAHA FACILITY AGREEMENTS AND THE PROPOSED ISSUE OF CONVERSION RIGHTS AND CONVERSION SHARES

IT IS RESOLVED THAT:

- (a) that the Finance Documents (as defined in the Facility Agreements (defined below)) to which the Company is a party be and are hereby approved, confirmed and ratified;
- (b) in connection with the Master Murabaha Facility Agreements entered into between the Company and The Islamic Bank of Asia Limited (the "Bank") dated 11 October 2016 (the "Facility Agreements"), approval be and is hereby given to the Directors to do all such acts and things, and sign and execute all such documents and instruments (whether by hand or seal) as may be necessary to give effect to the Finance Documents (as defined in the Facility Agreements) to which the Company is a party including, without limitation:
  - (i) to create and grant the Conversion Rights (as defined in the Facility Agreements);
  - (ii) to allot and issue such number of Conversion Shares (as defined in the Facility Agreements) at the Conversion Price (as defined in the Facility Agreements and subject to adjustments in accordance with the terms of the Facility Agreements) as may be required or permitted to be allotted and issued upon any exercise of the Conversion Rights during the Conversion Period (as defined in the Facility Agreements), subject to and otherwise in accordance with the terms of the Facility Agreements; and
  - (iii) on the same basis as paragraph (b)(ii) above, such further Conversion Shares as may be required or permitted to be allotted and issued upon any exercise of the Conversion Rights upon the adjustment of the Conversion Price in accordance with the terms of the Facility Agreements; and
- (c) the Directors of the Company and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraphs (a) and (b) including, without limitation, to negotiate, execute and authorise the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

#### ORDINARY RESOLUTION 2 – PROPOSED GRANT OF CALL OPTIONS AS AN INTERESTED PERSON TRANSACTION

IT IS RESOLVED THAT:

- (a) in connection with the call option agreements entered into between the Company, its controlling shareholder Zheng Choon Holding Pte. Ltd. ("Zheng Choon") and the Bank dated 11 October 2016 (the "Call Option Agreements"), approval be and is hereby given for the proposed grant of call options over the Conversion Shares to Zheng Choon pursuant to which Zheng Choon has the right to require the Bank to sell to it all (and not some only) of the Conversion Shares at the Option Price (as defined in the Call Option Agreements), which constitutes an interested person transaction under the Catalist Rules; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Call Option Agreements, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the Call Option Agreements.

BY ORDER OF THE BOARD

Toh Choo Huat  
Executive Chairman and Chief Executive Officer  
16 March 2017

#### Notes:

1. Terms and expressions not defined herein but which are defined in this Circular shall have the same meanings when used herein.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than 2 proxies to attend and vote on his/her behalf, save that no such limit shall be imposed on the number of proxies appointed by members which are nominee companies. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
3. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The Proxy Form must be deposited at the registered office of the Company at 3 Sungei Kadut Drive Singapore 729556, not less than 48 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and to vote at the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person if he finds that he is unable to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
  5. A Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and vote at the Extraordinary General Meeting.
  6. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
  7. By attending the Extraordinary General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.