

# Natural Cool Holdings Limited

## NATURAL COOL HOLDINGS LIMITED

(Company Registration No. 200509967G)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of the members of Natural Cool Holdings Limited (the “Company”) will be held at 10 Eunos Road 8, SingPost Centre #13-07, Singapore 408600 on 29 April 2019 at 11.00 a.m., (or such time immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

#### **ORDINARY RESOLUTION:- THE PROPOSED ADOPTION OF THE NCH PERFORMANCE SHARE PLAN**

That:

- (i) a share plan to be known as the NCH Performance Share Plan (the “NCH PSP”), the rules of which have been submitted to the meeting and, for the purpose of identification, under which awards (“Awards”) of fully paid-up ordinary shares in the capital of the Company (the “Shares”) will be granted, free of payment, to selected employees of the Group including the Group Executive Directors and Non-Executive Directors, and other selected participants, details of which are set out in the Circular to Shareholders dated 12 April 2019 (the “Circular”), be and is hereby approved.
- (ii) the Directors of the Company be and are hereby authorised:
  - (a) establish and administer the NCH PSP;
  - (b) to modify and/or alter the NCH PSP from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the NCH PSP and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the NCH PSP; and
  - (c) subject to the same being allowed by law, to apply any shares purchased under any share buyback mandate towards the satisfaction of Awards granted under the NCH PSP.
- (iii) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the NCH PSP and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the NCH PSP, provided that the aggregate number of Shares available under the NCH PSP, when added to all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.

For and on behalf of the Board of Directors of  
**NATURAL COOL HOLDINGS LIMITED**

Mr Goh Teck Sia  
Independent Non-Executive Chairman

#### **Notes:**

- (1) A Shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not later than 72 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) **PERSONAL DATA PRIVACY:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.