

IMPERIUM CROWN LIMITED

(Incorporated in Singapore)
(Unique Entity Number 199505053Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Imperium Crown Limited (the “Company”) will be held on 30 June 2017 at 10 a.m. at Singapore Polytechnic Graduates’ Guild, Poolside Events Room, Level 1, 1010 Dover Road, Singapore 139658 for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolutions:

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 15 June 2017 (the “Circular”).

ORDINARY RESOLUTION 1:

THE PROPOSED ALLOTMENT AND ISSUE OF 300,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$0.125

That:

- the subscription agreement dated 23 May 2017 (the “**Subscription Agreement**”) entered into between the Company and each of Sino Achieve Enterprises Limited, Soochow Securities CSSD (Singapore) Pte. Ltd., Sun Xiaohui and Li Shanhua (collectively “**Subscribers**”) and each a “**Subscriber**”) in connection with the allotment and issue (“**Proposed Placement**”) by way of placement of 300,000,000 new ordinary shares of the Company at S\$0.125 per share (“**Placement Shares**”) and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, confirmed and ratified in all respects;
- the Proposed Placement and the transactions contemplated thereunder be and are hereby approved;
- the directors of the Company (“**Directors**”) be and are authorised to allot and issue the Placement Shares to the Subscribers pursuant to the terms of the Subscription Agreement; and
- any two (2) or more of the Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Placement Shares.

ORDINARY RESOLUTION 2:

THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE GROUP TO INCLUDE PROPERTY DEVELOPMENT AND INVESTMENT OF ENTERTAINMENT AND LIFESTYLE PROPERTIES

That:

- approval be and is hereby given for the diversification of the Existing Business of the Group to include property development and property investment of entertainment and lifestyle properties such that the proposed new business of the Group shall comprise property development and property investment including but not limited to (i) the development of properties for sale and the holding of residential, hospitality, commercial (retail and office), industrial, entertainment, lifestyle and other types of properties as investment (the “**Property Related Assets**”) and (ii) the holding of the Property Related Assets as investment for the collection of rent, capital growth potential and/or (iii) the provision of property related services and facilities including but not limited to building and complex management, and
- any two (2) of the Directors be and are hereby authorised to complete and to do all acts and things as they may consider necessary or expedient for the purposes of or in connection with the Proposed Diversification and to give effect to this Ordinary Resolution 2 as they shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 3:

THE PROPOSED ACQUISITION OF 60% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF GLOBAL ENTERTAINMENT MEDIA PTE. LTD. WHICH CONSTITUTES A MAJOR TRANSACTION UNDER THE CATALIST RULES

That, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2:

- approval be and is hereby given for the proposed acquisition of 60% of the issued and paid up share capital of Global Entertainment Media Pte. Ltd. (the “**Target**”) from Fortsmith Investments Limited (the “**Vendor**”), upon the terms and conditions of the sale and purchase agreement entered into by the Company and the Vendor on 27 February 2017, as amended by the first addendum dated 5 May 2017 and the second addendum dated 18 May 2017 (the “**Sale and Purchase Agreement**”); and
- any two (2) of the Directors be and are hereby authorised to complete and to do all acts and things as they may consider necessary or expedient for the purposes of or in connection with the Proposed Acquisition and to give effect to this Ordinary Resolution 3 (including any amendment to the Sale and Purchase Agreement, execution of any other agreements or documents and procurement of third party consents) as they shall think fit and in the interests of the Company.

BY ORDER OF THE BOARD

Wan Jinn Woei
Executive Chairman and Chief Executive Officer
15 June 2017

Notes:

- A member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two (2) proxies to attend and vote in his/her stead. 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.
- Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the 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 appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant intermediary” means:

- 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;
 - 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
 - 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.
- Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100.0% of the shareholding and any second named proxy as an alternate to the first named.
 - If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 1 Commonwealth Lane #06-20 One Commonwealth Singapore 149544 not less than 72 hours before the time set for holding the Extraordinary General Meeting.
 - The instrument appointing a proxy must be signed by the appointer or his/her 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. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
 - A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited not less than 72 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

Personal Data Privacy:

By submitting a proxy form 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 personal data of the member 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 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) 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 proxy(ies) and/or representative(s) of the member 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 the 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 breach of warranty of the member.