

# 8TELECOM INTERNATIONAL HOLDINGS CO. LTD.

(Incorporated in Bermuda)  
(Company Registration Number 34713)

## NOTICE OF SPECIAL GENERAL MEETING

All capitalised terms in the resolutions below and defined in the Circular dated 2 November 2018 to the shareholders of the Company (the "Circular") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that a special general meeting (the "SGM") of 8Telecom International Holdings Co. Ltd. (the "Company") will be held at Chart Room, Raffles Marina, 10 Tuas West Drive, Singapore 638404 on 28 November 2018 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

### ORDINARY RESOLUTIONS

#### 1. ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION OF 51% THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE TARGET COMPANIES

Subject to and contingent upon the passing of Ordinary Resolution 2, resolved that:

- (1) the Company's proposed acquisition of the Sale Shares of the Target Companies upon the terms and conditions of the Agreement be and is hereby approved (the "Proposed Acquisition"); and
- (2) the Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Acquisition as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

#### 2. ORDINARY RESOLUTION 2 – THE PROPOSED ISSUE OF CONSIDERATION SHARES

Subject to and contingent upon the passing of Ordinary Resolution 1, resolved that:

- (1) approval be and is hereby given for the issue and allotment by the Company of new ordinary shares in the Company worth S\$1,440,000 in satisfaction of the Consideration (the "Consideration Shares") whereby such Consideration Shares shall be credited as fully paid and shall rank *pari passu* in all respects with the then existing shares in the Company, save for any dividends, rights, allotments or any distributions the record date of which falls before the Completion Date, pursuant to Rule 805 of the Listing Manual and the Company's Memorandum of Association and Bye-Laws, on the terms and subject to the conditions of the Agreements; and
- (2) the Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Issue of Consideration Shares as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

#### 3. ORDINARY RESOLUTION 3 – THE PROPOSED DIVERSIFICATION

Resolved that:

- (1) approval be and is hereby granted for the Company to diversify the business activities of the Group to include the retail business (including the ownership, operation and management of supermarkets and department stores retailing food (including wet and dry foods) and beverages, general merchandise such as household products and toiletries, stationery, electrical appliances, cosmetics, apparel and footwear (the "Products"), including physical stores and web-stores on online platforms, the sale, distribution and delivery of the Products to other businesses and consumers, ownership, acquisition, operation and maintenance of factories manufacturing the Products, and warehouses involved in the storage and distribution of the Products and development, ownership and acquisition of such related technology) and any other activities necessary or desirable in connection therewith; and
- (2) the Directors or any of them be and is hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Diversification as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

#### 4. ORDINARY RESOLUTION 4 – THE PROPOSED CHANGE OF AUDITORS

Resolved that:

- (1) the resignation of PricewaterhouseCoopers LLP as auditors of the Company be and is hereby noted and accepted and that Foo Kon Tan LLP, having expressed their consent to act, be and are hereby appointed auditors of the Company in place of PricewaterhouseCoopers LLP and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors and Foo Kon Tan LLP; and
- (2) the Directors or any of them be and is hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

### SPECIAL RESOLUTION

#### 5. SPECIAL RESOLUTION 1 – THE PROPOSED CHANGE OF NAME AND THE PROPOSED AMENDMENTS

Subject to and contingent upon the passing of Ordinary Resolutions 1 and 2, resolved that:

- (1) subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from "8Telecom International Holdings Co. Ltd." to "Asia E-Supermarket Holdings Co. Ltd." (the "Proposed Name Change");
- (2) the name "8Telecom International Holdings Co. Ltd." be substituted with "Asia E-Supermarket Holdings Co. Ltd.", wherever the name "8Telecom International Holdings Co. Ltd." appears in the Company's Memorandum of Association and Bye-Laws (the "Proposed Amendments"); and
- (3) the Directors of the Company and each of them be and are hereby authorised to do all acts and things (including to execute such documents and to make such filings with the Registrar of Companies in Bermuda to effect the aforesaid Proposed Name Change and the Proposed Amendments) as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Name Change and the Proposed Amendments as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

### BY ORDER OF THE BOARD

Tiffany Gong Qian  
Executive Director  
2 November 2018

### Notes:

- (1) With the exception of CDP (which may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the SGM is entitled to appoint not more than two proxies to attend and vote in his stead. A member who wishes to appoint a proxy to attend and vote on his behalf thereat, should complete, sign and return the attached Shareholder Proxy Form in accordance with the instructions printed thereon. A proxy need not be a member of the Company.
- (2) A Depositor whose name appears in the Depository Register as maintained by CDP as at 48 hours prior to the time fixed for the holding of the SGM and is unable to attend the SGM personally and wishes to appoint a nominee to attend and vote on his behalf thereat as CDP's proxy, should complete, sign and return the attached Depositor Proxy Form in accordance with the instructions printed thereon. A Depositor that has appointed a nominee to attend and vote at the SGM on his behalf as CDP's proxy may attend and vote in person as CDP's proxy at the SGM if he so wishes.
- (3) All proxy forms must be lodged at the office of the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) either by hand at 80 Robinson Road #11-02 Singapore 068898 or by post at 80 Robinson Road #02-00 Singapore 068898 not less than 48 hours before the time fixed for the holding of the SGM.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company:

- (a) 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 of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, the Listing Manual, regulations and/or guidelines (collectively, the "Purposes");
- (b) 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- (c) 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.