



**WORLD CLASS GLOBAL  
WORLD CLASS GLOBAL LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201329185H)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of World Class Global Limited (the “**Company**”) will be held at 55 Ubi Avenue 1, #06-05, Ubi 55, Singapore 408935 on Thursday, 25 April 2019 at 3.00 p.m., for the purpose of transacting the following business:

**ORDINARY BUSINESS**

- |    |  |              |
|----|--|--------------|
| 1. | To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018, together with the Auditor's Report thereon.             | Resolution 1 |
| 2. | To re-elect the following Directors of the Company retiring pursuant to Article 97 of the Company's Constitution and who, being eligible, offer themselves for re-election, as Directors of the Company: |              |
|    | (i) Mr Koh Wee Seng  | Resolution 2 |
|    | (ii) Ms Koh Lee Hwee   | Resolution 3 |
|    | <i>(See Explanatory Notes)</i>   |              |
| 3. | To approve the payment of Directors' fees of S\$240,000 for the financial year ended 31 December 2018 (FY2017: S\$240,000).  | Resolution 4 |
| 4. | To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.   | Resolution 5 |
| 5. | To transact any other business which may properly be transacted at an Annual General Meeting.  |              |

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

- |    |  |              |
|----|--|--------------|
| 6. | <b>Authority to issue shares</b>   | Resolution 6 |
|    | That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited (the “ <b>SGX-ST</b> ”) Listing Manual Section B: Rules of Catalist (the “ <b>Catalist Rules</b> ”), the Directors of the Company be authorised and empowered to: |              |
|    | (a) (i) issue shares in the capital of the Company (“ <b>shares</b> ”) whether by way of rights, bonus or otherwise; and/or  |              |
|    | (ii) make or grant offers, agreements or options (collectively, “ <b>Instruments</b> ”) 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 of the Company 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 in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including the shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue or consolidation or subdivision of shares,
- and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Catalist Rules;
- (3) in exercising the authority 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 Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

*(See Explanatory Notes)*

**BY ORDER OF THE BOARD**

**Lim Swee Ann**  
**Yip Chee Kwang**

Company Secretaries  
3 April 2019, Singapore

## Explanatory Notes:

### Resolution 2

Mr Koh Wee Seng will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman of the Company and a member of the Nominating Committee of the Company and the Remuneration Committee of the Company. Detailed information on Mr Koh Wee Seng can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Company's Annual Report 2018. Save as disclosed therein, there are no material relationships (including immediate family relationships) between Mr Koh Wee Seng and the other Directors of the Company, the Company or its 10% shareholders.

### Resolution 3

Ms Koh Lee Hwee will, upon re-election as a Director of the Company, remain as the Non-Executive Director of the Company and a member of the Audit Committee of the Company. Ms Koh Lee Hwee is considered by the Board of Directors of the Company to be non-independent for the purpose of Rule 704(7) of the Catalyst Rules. Detailed information on Ms Koh Lee Hwee can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Company's Annual Report 2018. Save as disclosed therein, there are no material relationships (including immediate family relationships) between Ms Koh Lee Hwee and the other Directors of the Company, the Company or its 10% shareholders.

### Resolution 6

The Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, or such authority is revoked or varied 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 and subsidiary holdings) in the capital of the Company, of which fifty per centum (50%) may be issued other than on a *pro-rata* basis to shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

#### Notes:

- (1) Each of the resolutions to be put to the vote of members at the Annual General Meeting of the Company (and at any adjournment thereof) will be voted on by way of a poll.
- (2) A member of the Company (other than a Relevant Intermediary as defined in Note 3 below) entitled to attend, speak and vote at the Annual General Meeting of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote in his or her stead. A proxy need not be a member of the Company and where a member appoints two (2) proxies, he or she shall specify the proportion of his or her shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A member of the Company who is a Relevant Intermediary entitled to attend, speak and vote at the Annual General Meeting of the Company is entitled to appoint more than two (2) proxies to attend, speak and vote in his or her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company and where a member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

**"Relevant Intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- (4) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (5) Completion and return of the instrument appointing a proxy or proxies by a member of the Company will not prevent him or her from attending, speaking and voting at the Annual General Meeting of the Company if he or she so wishes. Any appointment of a proxy shall be deemed revoked if a member attends the Annual General Meeting of the Company in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy or proxies to the Annual General Meeting of the Company.
- (6) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting of the Company.
- (7) The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- (8) Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy or proxies, failing which the instrument may be treated as invalid.
- (9) This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), ZICO Capital Pte. Ltd., for compliance with the Catalyst Rules. 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 of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

**PERSONAL DATA PRIVACY:**

By attending the Annual General Meeting of the Company and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company 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 Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (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.