



SINGAPORE

ISETAN (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197001177H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 48th Annual General Meeting (“AGM”) of the Company will be held at the Furama RiverFront, Venus 1, Level 3, 405 Havelock Road, Singapore 169633 on Friday, 26 April 2019 at 10.00 a.m. for the following purposes: -

1. To receive and adopt the Directors’ Statement and Accounts for the financial year ended 31 December 2018 together with Auditor’s Report thereon. **Resolution 1**
2. To re-elect Mr. Toshifumi Hashizume as a Director who will be retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and who, being eligible, has offered himself for re-election. **Resolution 2**
(Note: Under the new Rule 720(5), with effect from 1 January 2019, an issuer must have all Directors submit themselves for re-nomination and re-appointment at least once every three years. Pursuant to Transitional Practice Note 3 issued by the SGX-ST, an existing director appointed or re-appointed before 1 January 2019 must submit himself for re-nomination and re-appointment to the board within three years of the effective date of Rule 720(5) at a general meeting (i.e. no later than 31 December 2021). Notwithstanding that Mr. Hashizume is not currently required to submit himself for re-election at the AGM, it was decided that Mr. Hashizume will nonetheless do so for good corporate governance. Mr. Hashizume will upon his re-election as a Director of the Company, remain as the Managing Director).
3. To re-elect Ms. Koay Bee Fong as a Director who will be retiring under Regulation 96 of the Company’s Constitution, and who, being eligible, has offered herself for re-election. **Resolution 3**
(Note: Ms. Koay Bee Fong will upon her re-election as a Director of the Company, remain as an Executive Director.)
4. To re-elect Mr. Richard Tan Chuan-Lye as a Director who will be retiring under Regulation 103 of the Company’s Constitution, and who, being eligible, has offered himself for re-election. **Resolution 4**
(Note: Mr. Richard Tan Chuan-Lye will, upon his re-election as a Director of the Company, remain a member of the Audit and Risk, Nominating and Remuneration Committees. Mr. Tan is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.)
5. To declare a final dividend of 5.0 cents per share in respect of the financial year ended 31 December 2018. **Resolution 5**
6. To approve the payment of Directors’ fees of up to S\$227,000/- for the financial year ending 31 December 2019 (payable quarterly in arrears) (for the financial year ended 31 December 2018: S\$180,000). **Resolution 6**
7. To re-appoint PricewaterhouseCoopers LLP, the existing auditors of the Company, as Auditors to hold office until the conclusion of the next general meeting of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**
8. To transact any other business that may be transacted at the Annual General Meeting.

BY ORDER OF THE BOARD

LUN CHEE LEONG

Company Secretary

Singapore

10 April 2019

Notes:

- (1) A member of the Company who is entitled to attend and vote at the above Meeting (“Member”), and who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company. Where a Member appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the instrument or form appointing the proxies, failing which such appointments shall be invalid. For the purpose of Notes 1 and 2, “relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50 (“Companies Act”).
- (2) A Member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Meeting in his/her stead, 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 number of shares in relation to which each proxy has been appointed shall be specified in the instrument or form appointing the proxies.
- (3) The instrument or form appointing a proxy must be deposited at the Company’s Registered Office at 593 Havelock Road #04-01, Isetan Office Building, Singapore 169641 not less than 72 hours before the time set for holding the above Meeting.
- (4) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the Annual General Meeting and/or any adjournment thereof, a Member (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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.