



POLLUX
PROPERTIES

POLLUX PROPERTIES LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199904729G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of **POLLUX PROPERTIES LTD.** (the “Company”) will be held at Mandarin Meeting Suite 802, Level 8 Main Tower, Mandarin Orchard Singapore, 333 Orchard Road, Singapore 238867 on 23 October 2017 at 2:00 p.m. for the purposes of considering, and if thought fit, passing, with or without modifications, the following resolutions:

Unless otherwise defined, all capitalised terms used in this Notice of EGM shall have the same meaning ascribed to them in the Circular to Shareholders dated 29 September 2017.

ORDINARY RESOLUTION 1:

THE PROPOSED ACQUISITION OF 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF POLLUX ALPHA INVESTMENTS LTD

Resolved that subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) approval be and is hereby given for the Proposed Acquisition of the entire issued and paid-up share capital in Pollux Alpha Investments Ltd for the Consideration of S\$200,938,367 on the terms and subject to the conditions of the SPA, such Proposed Acquisition being a “major transaction” and an “interested person transaction” for the purposes of Chapters 9 and 10 respectively of the Catalist Rules;
- (b) all the Directors and each of them be and are hereby authorised to do any and all such acts and things (including, but not limited to, executing all such documents as may be required) as such Director may, in their absolute discretion deem fit, advisable, necessary or expedient to give effect to the matters referred to in paragraph (a) of this Ordinary Resolution 1 and to give effect to this Ordinary Resolution 1 (including any amendments to and execution of any agreements or documents, such as the SPA, and procurement of third party consents) as he shall think fit and in the interests of the Company, and the taking of any and all actions whatsoever, by any Director on behalf of the Company in connection with the Proposed Acquisition prior to the date of the EGM be and are hereby approved, ratified and confirmed.

ORDINARY RESOLUTION 2:

THE PROPOSED ALLOTMENT AND ISSUANCE OF 2,132,352,941 CONSIDERATION SHARES AT THE ISSUE PRICE OF S\$0.068 PER CONSIDERATION SHARE TO THE VENDOR

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) pursuant to Section 161 of the Companies Act and Chapter 8 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 2,132,352,941 Consideration Shares at the Issue Price of S\$0.068 for each Consideration Share to the Vendor on the terms and subject to the conditions of the SPA; and
- (b) all the Directors of the Company and each of them be and are hereby authorised to do any and all such acts and things (including, but not limited to, executing all such documents as may be required) as such Director may, in their absolute discretion deem fit, advisable, necessary or expedient to give effect to the matters referred to in paragraph (a) of this Ordinary Resolution 2 and to give effect to this Ordinary Resolution 2 (including any amendments to and execution of any agreements or documents, and procurement of third party consents) as he shall think fit and in the interests of the Company, and the taking of any and all actions whatsoever, by any Director on behalf of the Company in connection with the matters referred to in paragraph (a) of this Ordinary Resolution 2 prior to the date of the EGM be and are hereby approved, ratified and confirmed.

Shareholders should note that Ordinary Resolutions 1 and 2 are inter-conditional upon each other. This means that:

- (a) if Ordinary Resolution 2 is not passed, Ordinary Resolution 1 would not be passed; and
- (b) if Ordinary Resolution 1 is not passed, Ordinary Resolution 2 would not be passed.

ABSTENTION FROM VOTING

The Vendor, Dr. Nico Purnomo Po and their respective Associates shall abstain from exercising any voting rights on Ordinary Resolutions 1 and 2 set out in this Notice of EGM.

BY ORDER OF THE BOARD

Nico Purnomo Po
Executive Director and Chief Executive Officer
Singapore
29 September 2017

Notes:

- (1) (a) A member of the Company (“Member”) (other than a Member who is a relevant intermediary) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a Member appoints two (2) proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
(b) A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member’s form of proxy 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” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- (2) A proxy need not be a Member.
- (3) The instrument appointing a proxy or proxies that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be deposited at the registered office of the Company at 391A Orchard Road #08-07 Ngee Ann City Tower A Singapore 238873, not less than 48 hours before the time appointed for holding the EGM.
- (4) In the case of Members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such Members are not shown to have shares entered against their names in the Depository Register as certified by CDP at least 72 hours before the time appointed for the holding of the EGM.

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 (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, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member’s breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, SAC Advisors Private Limited (“Sponsor”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”). 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. Lee Khai Yinn, at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542, telephone (65) 6532 3829. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.