



## SUTL ENTERPRISE LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 199307251M)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of SUTL Enterprise Limited (the "**Company**") will be held at #06-00, 100J Pasir Panjang Road, SUTL House, Singapore 118525 on 26 October 2015 at 3.00 p.m. for the purposes of considering and, if thought fit, passing with or without modifications the following ordinary resolutions set out below.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 2 October 2015 (the "**Circular**").

#### **ORDINARY RESOLUTION 1**

#### **THE PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY**

That with effect from the date determined by the Directors of the Company and pursuant to the Articles of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every ten (10) Existing Shares held by Shareholders as at the books closure date determined by the Directors ("**Books Closure Date**") into one (1) Consolidated Share in the manner set out in the circular to shareholders dated 2 October 2015;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of Consolidated Shares to which holders of the Existing Shares would otherwise be entitled to shall be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the fixing by the Directors of the Company of the Books Closure Date and the date on which the Shares will trade on the Mainboard of the SGX-ST in board lots of 100 Consolidated Shares be approved and ratified; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to this Resolution and the Proposed Share Consolidation.

By Order of the Board

#### **SUTL ENTERPRISE LIMITED**

Tay Teng Guan Arthur  
Executive Director and Chief Executive Officer  
2 October 2015

#### **Notes:-**

1. The Chairman of the extraordinary general meeting ("**EGM**") will be exercising his right under Article 79(a) of the Articles of Association of the Company ("**Articles**") to demand a poll in respect of the resolutions to be put to the vote of members at the EGM and any adjournment thereof. Accordingly, such resolutions at the EGM will be voted on by way of poll.
2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. Notwithstanding the above but subject otherwise to the Articles, a member who is a Depository Agent shall be entitled to appoint any Sub-Account Holder as proxy to attend and vote at the EGM in respect of such number of shares as are held by each Sub-Account Holder in an account maintained with that Depository Agent.  
If the Depositor is a Depository Agent, the instrument of proxy is to be accompanied by a confirmation in writing in the common form, signed by or on behalf of, the Depository Agent confirming that such Sub-Account Holder is the holder of an account maintained with that Depository Agent in respect of the number of shares specified in the proxy form.
4. The instrument or form appointing a proxy or proxies in the case of an individual must be under the hand of the appointer 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.
5. A member which is a body corporate may also appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Cap. 50, to attend and vote for and on behalf of such body corporate.
6. The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the Company's registered office at 100J Pasir Panjang Road, #05-00 SUTL House, Singapore 118525, not less than forty-eight (48) hours before the time set for the EGM.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A Depositor's name must appear on the Depository's Register maintained by the Central Depository (Pte) Limited forty-eight (48) hours before the time appointed for the EGM in order for the Depositor to be entitled to attend and vote at 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 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 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, "**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.