



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 4 April 2018 issued by Isetan (Singapore) Limited (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Furama Riverfront, Singapore, Venus 1, Level 3, 405 Havelock Road, Singapore 169633 on 27 April 2018 at 11.00 a.m. (or soon thereafter as the AGM of the Company convened on the same day and at the same place at 10.00 am shall have concluded or shall have been adjourned) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

RESOLUTION 1: SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

That:-

- (a) the regulations contained in the New Constitution submitted to this meeting and, for the purpose of identification, initialed by the Company Secretary of the Company, be approved and adopted as the constitution of the Company in substitution for, and to the exclusion of the Existing Constitution; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to this Resolution.

BY ORDER OF THE BOARD

LUN CHEE LEONG

Company Secretary

Singapore

Date: 4 April 2018

Explanatory Note:

The proposed Resolution 1 above, if passed, will approve the adoption of a new Constitution in substitution for, and to the exclusion of, the Company's existing Constitution. The new Constitution will consist of the memorandum and articles of association of the Company which are currently in force and incorporate amendments to take into account, among other things, the changes to the Companies Act introduced pursuant to the Companies (Amendment) Act 2014 and the Companies (Amendment) Act 2017, and the prevailing listing rules of the SGX-ST. The Company is also taking the opportunity to incorporate certain other general changes. Please refer to the Circular dated 4 April 2018 to Shareholders in relation to the proposed adoption of new Constitution for more details.

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 (1) or two (2) 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 (1) 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 (2) 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 (2) 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 seventy-two (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 Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.