

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meanings as used in the circular dated 17 October 2014 issued by the Company (the "Circular").*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Adventus Holdings Limited (the "Company") will be held on 3 November 2014 at 10.00 a.m. at NUSS Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolutions:

### **ORDINARY RESOLUTION 1: THE DIVERSIFICATION INTO THE PROPOSED MANUFACTURING BUSINESS**

That:

- (a) approval be and is hereby given for the Company to expand its existing manufacturing business to include the new business of manufacturing and trading of energy-efficient equipment and apparatus as well as the provision of related services (the "**Proposed Manufacturing Business**");
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity pursuant to the diversification into the Proposed Manufacturing Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he deem desirable, necessary or expedient or give effect to any such investment, purchase, or acquisition, disposition; and
- (c) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary, or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 1 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### **ORDINARY RESOLUTION 2: THE DIVERSIFICATION INTO THE PROPOSED PROPERTY BUSINESS**

That:

- (a) approval be and is hereby given for the Company to undertake the proposed diversification of the Company and its subsidiaries' business scope to include property development, management and investment (the "**Proposed Property Business**");
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity pursuant to the diversification into the Proposed Property Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he deem desirable, necessary or expedient or give effect to any such investment, purchase, or acquisition, disposition; and
- (c) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary, or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### **ORDINARY RESOLUTION 3: THE DIVERSIFICATION INTO THE PROPOSED HOSPITALITY BUSINESS**

That:

- (a) approval be and is hereby given for the Company to undertake the proposed diversification of the Company and its subsidiaries' business scope to include hospitality services (the "**Proposed Hospitality Business**");
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity pursuant to the diversification into the Proposed Hospitality Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he deem desirable, necessary or expedient or give effect to any such investment, purchase, or acquisition, disposition; and
- (c) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary, or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 3 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

By Order of the Board

**Adventus Holdings Limited**

Lee Bee Fong

Company Secretary

17 October 2014

#### **Notes:**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company's business office at 52 Telok Blangah Road, #04-01 Telok Blangah House, Singapore 098829 not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.
6. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the Directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the Company's business office at 52 Telok Blangah Road, #04-01 Telok Blangah House, Singapore 098829 and as such will be counted as valid in regards to this meeting pursuant to the Company's Articles of Association. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Company's Share Registrar in Singapore not less than 48 hours before the commencement of the EGM.

#### **Personal data privacy:**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not verified the contents of this document including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this document.

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