



Company Registration Number 200413014R
15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316

Notice of Extraordinary General Meeting

Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning as used in the circular dated 14 June 2017 issued by the Company (the "Circular"). An electronic copy of the Circular will be made available at the website of the SGX-ST at www.sgx.com.

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") of the shareholders (the "**Shareholders**") of AusGroup Limited (the "**Company**") will be held on 29 June 2017 at 10:00 a.m. at Ballroom 3, Level 3, The Singapore Island Country Club, 180 Island Club Road, Singapore 578774 for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

SHAREHOLDERS SHOULD NOTE THAT ORDINARY RESOLUTION 1 AND ORDINARY RESOLUTION 2 ARE INTER-CONDITIONAL. THIS MEANS THAT IF ORDINARY RESOLUTION 1 IS NOT APPROVED, ORDINARY RESOLUTION 2 WILL NOT BE PASSED, AND VICE VERSA.

ORDINARY RESOLUTION 1:

THE PROPOSED ALLOTMENT AND ISSUE OF 140,766,195 NEW SHARES TO EZION PURSUANT TO THE EZION LOAN CAPITALISATION AT THE ISSUE PRICE OF S\$0.058 AS AN INTERESTED PERSON TRANSACTION

That, subject to and contingent upon the passing of Ordinary Resolution 2, for the purposes of Chapter 8 and Chapter 9 of the Listing Manual:

- (a) approval be and is hereby given for the proposed allotment and issue of 140,766,195 new Shares to Ezion, a Controlling Shareholder of the Company, pursuant to the Ezion Loan Capitalisation at the issue price of S\$0.058, fractional entitlements to be disregarded, upon the terms and conditions of the Subscription Agreement (the "**Proposed Issue of Capitalisation Shares**"); and
- (b) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Issue of Capitalisation Shares and to give effect to this Ordinary Resolution 1 as he shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 2:

THE PROPOSED ALLOTMENT AND ISSUE OF 482,849,304 NEW SHARES TO EXCHANGING NOTEHOLDERS PURSUANT TO THE EXCHANGE OFFER AT THE ISSUE PRICE OF S\$0.058

That, subject to and contingent upon the passing of Ordinary Resolution 1, for the purposes of Chapter 8 of the Listing Manual:

- (a) approval be and is hereby given for the proposed allotment and issue of 482,849,304 new Shares to Exchanging Noteholders pursuant to the Exchange Offer at the issue price of



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S\$0.058, fractional entitlements to be disregarded, upon the terms and conditions of the Exchange Offer Memorandum (the “**Proposed Issue of Exchange Shares**”); and

- (b) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Issue of Exchange Shares and to give effect to this Ordinary Resolution 2 as he shall think fit and in the interests of the Company.

By Order of the Board
AusGroup Limited

Eng Chiaw Koon
Managing Director

14 June 2017

Notes:

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint two or more proxies to attend and vote at the EGM. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
 - (c) the Central Provident Fund (“**CPF**”) Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
3. 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.
4. 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.
5. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the EGM will act as your proxy.
6. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the office of the Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the EGM and at any adjournment thereof.
7. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited at least 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

Personal data privacy:

Where a member of the Company submits 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



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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 proxy(ies) and/or representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy 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 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.