



SMJ INTERNATIONAL HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 201334844E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **SMJ INTERNATIONAL HOLDINGS LTD.** (the "Company") will be held at 31 Jurong Port Road #02-20 Jurong Logistics Hub Singapore 619115 on 26 December 2017 at 2.10 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company's circular to its shareholders dated 8 December 2017.

ORDINARY RESOLUTIONS

RESOLUTION 1: THE PROPOSED DISPOSAL OF THE ENTIRE 100% EQUITY INTEREST IN SMJ FURNISHINGS (S) PTE LTD AS AN INTERESTED PERSON TRANSACTION AND MAJOR TRANSACTION

That:

- (a) approval be and is hereby given to the Company to dispose of its entire equity interests in SMJ Furnishings to Rena Ho and Nellie Ho (collectively the "**Purchasers**") for an aggregate consideration of S\$13.8 million and on the terms and subject to the conditions of the sale and purchase agreement dated 20 October 2017 entered into between the Company and the Purchasers (the "**Proposed Disposal**"), and pursuant to Chapter 9 of the Catalyst Rules, approval be and is hereby given for the Proposed Disposal being an interested person transaction;
- (b) pursuant to Section 160 of the Companies Act, approval be and is hereby given for the Proposed Disposal, being a disposal of substantially the whole of the Company's undertaking or property; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

RESOLUTION 2: THE PROPOSED EXPANSION OF THE GROUP'S EXISTING CORE BUSINESS TO INCLUDE THE PROPOSED NEW BUSINESS SCOPE

That:

- (a) approval be and is hereby given for the expansion by the Group of its existing core business to carry out the following activities:
 - (i) provision of interior design consultancy services (including furniture, fixtures, fittings and electromechanical equipment);
 - (ii) provision of consultancy services for overall planning, construction of buildings and other infrastructure (including indoor and outdoor layout and landscaping), and design and fitting-out for hotels and resorts;
 - (iii) provision of food and beverages management services;
 - (iv) provision of business management services in the Property Related Business;
 - (v) provision of leisure and entertainment facilities management services;
 - (vi) provision of management and consultancy services in the tourism and hospitality industry, including hotels, resorts, spa services and other facilities;
 - (vii) to acquire and hold investments in businesses providing spa treatments and services, and holding the same for long term investment and/or provision of related management and/or consultancy services; and
 - (viii) provision of other related and ancillary services in connection with the tourism and hospitality industry.(collectively, the "**Proposed New Business Scope**").
- (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 or interests in any entity that is in the Proposed New Business Scope 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 or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

By Order of the Board

SMJ INTERNATIONAL HOLDINGS LTD.

CHOW WEN KWAN MARCUS

Independent Non-Executive Chairman
8 December 2017

Notes:

- (1) (a) A shareholder of the Company entitled to attend and vote at the EGM and who is not a relevant intermediary may appoint not more than two proxies to attend and vote in his/her stead.
(b) A shareholder of the Company entitled to attend and vote at the EGM and who is a relevant intermediary may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- (2) A proxy need not be a shareholder of the Company.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 31 Jurong Port Road, #02-20 Jurong Logistics Hub (South Wing), Singapore 619115 not later than 48 hours before the time appointed for the holding of the EGM.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at 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:

"Personal data" in this notice of EGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name and your proxy's and/or representative's name, address and NRIC/Passport number. 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 and its proxy(ies)'s or representative(s)'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 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 express 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; (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your personal data and your proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance Limited ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 Mr Tang Yeng Yuen, Vice President, Head of Corporate Finance, at 16 Raffles Quay, #40-01A Hong Leong Building, Singapore 048581, Telephone (65) 6415 9886.