

EINDECKYODO
—— 英德集团 ——
EINDEC CORPORATION LIMITED
(Company Registration No. 201508913H)
(Incorporated In the Republic of Singapore on 2 April 2015)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Eindec Corporation Limited (the “**Company**”) will be held at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01, Singapore 118524, on Monday, 15 April 2019 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2018, together with the Auditors’ Report thereon. **(Resolution 1)**
- To approve the payment of Directors’ fees of S\$175,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears (2018: S\$175,000). **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Regulation 99 of the Constitution of the Company, and who, being eligible, offer themselves for re-election, as Directors of the Company:
(i) Mr. Zhang Wei **(Resolution 3)**
(ii) Mr. Jeffrey Ong Shen Chieh **(Resolution 4)**
[See Explanatory Notes (i) and (ii)]
- To re-appoint Messrs KPMG LLP, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without any modifications, to pass the following resolutions as Ordinary Resolutions:

- Authority to allot and issue shares**
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (“**Companies Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:
(a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; or
(ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,
(“Share Issue Mandate”)
provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under subparagraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
(b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
(c) any subsequent consolidation or subdivision of shares;
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
[See Explanatory Note (iii)] **(Resolution 6)**

- Authority to grant awards and allot and issue shares under the Eindec Performance Share Plan 2015 (“Share Plan”)**
That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant awards in accordance with the provisions of the Share Plan and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)] **(Resolution 7)**

- Renewal of the Shareholders’ general mandate for Interested Person Transactions**
That for the purposes of Chapter 9 of the Catalist Rules:
(a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules (“**Chapter 9**”) for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the categories of interested person transactions described in the Section 2.6 of the Addendum to the Notice of AGM dated 29 March 2019 (“**Addendum**”), with any party who is of the class of interested persons described in the Section 2.6 of the Addendum, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders, and are in accordance with the method and procedures of the Company for such Interested Person Transactions as set out in the Addendum (“**IPT Mandate**”);
(b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the next AGM of the Company;
(c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 which may be prescribed by the SGX-ST from time to time as described in Section 2.12 of the Addendum; and
(d) the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution.
[See Explanatory Note (v)] **(Resolution 8)**

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore, 29 March 2019

Explanatory Notes:

- Resolution 3
Mr. Zhang Wei will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman of the Company. Detailed information on Mr. Zhang Wei can be found in the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Annual Report 2018.

- Resolution 4
Mr. Jeffrey Ong Shen Chieh will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director of the Company, the Chairman of the Nominating Committee, as well as a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Jeffrey Ong Shen Chieh is considered to be independent for the purpose of Rule 704(7) of the Catalist Rules.
Detailed information on Mr. Jeffrey Ong Shen Chieh can be found in the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Annual Report 2018. Save as disclosed therein, there are no material relationships (including immediate family relationships) between Mr. Jeffrey Ong Shen Chieh and the other Directors of the Company, the Company or its 10% shareholders.

- Resolution 6
The Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro rata* basis to existing shareholders of the Company.

- For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- Resolution 7
The Ordinary Resolution 7, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards and to issue shares in the share capital of the Company pursuant the Share Plan, up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

- Resolution 8
Mr. Zhang Wei will, and will procure his associates to, abstain from voting on this Resolution in respect of his/ her/its shareholdings, and shall decline appointment to act as proxies to vote at the AGM in respect of this Resolution for other Shareholders unless specific instructions have been given in the Proxy Form by the relevant Shareholder appointing them on how he/she it wishes his/her/its votes to cast.

Notes:

- A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM of the Company (“**Meeting**”) is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01, Singapore 118524 not less than seventy-two (72) hours before the time appointed for holding the Meeting.
- This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor (“**Sponsor**”), ZICO Capital Pte. Ltd., for compliance with the Catalist Rules. The Sponsor has not independently verified the contents of this notice.
This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes 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 Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy or proxies and/or representative(s) to attend, speak and vote at the Meeting 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (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 or proxies and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy or proxies and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy or proxies 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.