



ASIASONS | 亞昇投資集團
ASIASONS CAPITAL LIMITED
 Company Registration No. 199906459N
 (Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421 on Monday, 28 April 2014 at 3:00 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' Report and Auditors' Report thereon.
[See Explanatory Note (i)]
2. To re-elect Mr. Yin Kum Choy as Director of the Company pursuant to Article 97 of the Articles of Association of the Company.
[See Explanatory Note (ii)] **(Resolution 1)**
3. To note the retirement of Mr. Ng Teck Wah and Mr. Lee Teck Leng as Directors of the Company pursuant to Article 91 of the Articles of Association of the Company.
[See Explanatory Note (iii)]
4. To note the retirement of Dato' Mohammed Azlan Bin Hashim as Non-Independent Non-Executive Director cum Chairman.
[See Explanatory Note (iv)]
5. To approve the payment of additional Directors' fees of S\$15,000 for the financial year ended 31 December 2013.
[See Explanatory Note (v)] **(Resolution 2)**
6. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.
(Resolution 3)

AS SPECIAL BUSINESS

7. To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:-
 Ordinary Resolution :
Authority to issue and allot shares
 "That, pursuant to Section 161 of the Companies Act, Chapter 50 and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:
 (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
 (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments"), including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
 (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues,
 at any time and upon such terms and conditions and for such purposes and to such persons as the Directors 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 while this authority was in force,
 provided that:
 (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares to be issued under such circumstances (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below); and
 (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 (i) new shares arising from the conversion or exercise of any convertible securities;
 (ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
 (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
 (4) (unless revoked or varied by the Company in a general meeting), such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
[See Explanatory Note (vi)] **(Resolution 4)**
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Teo Boon Lee
 Elaine Wong Wei Syn
 Company Secretaries
 Singapore, 11 April 2014

Explanatory Notes:

- (i) This Agenda item is meant for discussion only, as the provision of Section 201(1) of the Companies Act (Chapter 50) does not require a formal approval for the Audited Financial Statements from the shareholders. Hence, this Agenda item is not put forward to shareholders for voting.
- (ii) Mr. Yin Kum Choy will, upon re-election as Director of the Company, be considered independent for the purposes of Rule 704(8) of Listing Manual of the SGX-ST.
 The following information in respect of Mr. Yin Kum Choy can be found in the Profile of the Directors as disclosed in the Annual Report 2013:
 (a) any relationships including immediate family relationships between the candidate and the directors, the company or its 10% shareholders;
 (b) a separate list of all current directorships in other listed companies; and
 (c) details of other principal commitments.
- (iii) Mr. Ng Teck Wah and Mr. Lee Teck Leng who retire in accordance with Article 91 of the Company's Articles of Association, have expressed their intention not to seek for re-election. Accordingly, they will retain office until the conclusion of this Annual General Meeting ("AGM").
- (iv) Dato' Mohammed Azlan Bin Hashim, the Non-Independent Non-Executive Chairman, has volunteered to retire as Director of the Company to preserve a good corporate governance practice. Accordingly, he will retain office until the conclusion of this AGM.
- (v) At the last AGM held on 26 April 2013, the shareholders had approved the payment of Directors' fees amounting to S\$186,000 for the financial year ended 31 December 2013 ("FY2013"). The additional Directors' fees of S\$15,000 for FY2013 arose due to the change in the Board's composition during FY2013.
- (vi) The Ordinary Resolution in item No. 7, if passed, will empower the Directors of the Company effective from the date of the above Meeting until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company at a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares in pursuance of such Instruments, up to a number not exceeding, in aggregate 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company.
 For the purpose of this Resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

- (a) A member of the Company entitled to attend and vote at a general meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company.
- (b) Where a member of the Company appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
- (c) A corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.
- (d) The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
- (e) The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's Registered Office at 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421 not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.