



SMARTFLEX HOLDINGS LTD.
(Company Registration No. 201003501R)
(Incorporated in the Republic of Singapore)
("Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Maxwell Chambers, 32 Maxwell Road, #03-01, Singapore 069115 on 26 July 2018 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions:

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular to Shareholders dated 29 June 2018.

Shareholders should note that the Resolutions 1 to 6 are inter-conditional on each other. In the event that any of these Resolutions is not approved, the other Resolutions will not be duly passed.

ORDINARY RESOLUTIONS

RESOLUTION 1 – THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF AVH ANIMAL ARK PTE. LTD., BEING A VERY SUBSTANTIAL ACQUISITION UNDER THE CATALIST RULES

That, subject to and contingent upon the passing of Resolutions 2 to 6 set out herein:–

- approval be and is hereby given for the acquisition by the Company of all the shares in the capital of AVH Animal Ark Pte. Ltd. (formerly known as Asia Vets Holdings Pte. Ltd.) ("**Target**") from Hu Zhi Investments Limited ("**Vendor**"), upon the terms and conditions of the sale and purchase agreement dated 8 September 2017 entered into by the Company, the Vendor and the Warrantor, as the same may be amended from time to time ("**Sale and Purchase Agreement**") ("**Proposed Acquisition**"); and
- the directors of the Company ("**Directors**") and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Resolution (including any amendment to the Sale and Purchase Agreement, execution of any other agreements or documents and procurement of third party consents).

RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUE OF THE CONSIDERATION SHARES TO THE VENDOR AND/OR ITS NOMINEE(S) UPON COMPLETION AT THE ISSUE PRICE OF S\$0.25 PER CONSIDERATION SHARE PURSUANT TO THE PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Resolutions 1 and 3 to 6 set out herein and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore):–

- approval be and is hereby given for the proposed allotment and issue of 8,928,000 new ordinary shares in the capital of the Company ("**Shares**") at the issue price of S\$0.25 per share, being partial settlement of the Consideration, upon the terms and conditions of the Sale and Purchase Agreement ("**Consideration Shares**"); and
- the Directors and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this Resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

RESOLUTION 3 – THE PROPOSED ISSUE AND ALLOTMENT OF THE ARRANGER SHARES TO TIGER EQUITIES PTE. LTD. AND ZICO CAPITAL PTE. LTD.

That, subject to and contingent upon the passing of Resolutions 1 to 2, and 4 to 6 set out herein and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and Rule 805 of the Catalyst Rules:–

- approval be and is hereby given for the proposed allotment and issue of 1,973,334 and 986,666 Arranger Shares at the issue price of S\$0.25 per Arranger Share to Tiger Equities Pte. Ltd. and ZICO Capital Pte. Ltd., respectively, upon the terms and conditions of the Finders' Fee and Consultancy Agreement and ZICO Capital Pte. Ltd.'s mandate with the Company (as the case may be); and
- the Directors and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this Resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

RESOLUTION 4 – THE PROPOSED ISSUE AND ALLOTMENT OF THE FINANCIAL ADVISER SHARES TO ZICO CAPITAL PTE. LTD.

That, subject to and contingent upon the passing of Resolutions 1 to 3, and 5 and 6 set out herein and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and Rule 805 of the Catalyst Rules:–

- approval be and is hereby given for the proposed allotment and issue of 600,000 Financial Adviser Shares at the issue price of S\$0.25 per Financial Adviser Share to ZICO Capital Pte. Ltd. upon the terms and conditions of ZICO Capital Pte. Ltd.'s mandate with the Company; and
- the Directors and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this Resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

RESOLUTION 5 – THE PROPOSED ISSUE OF 5,300,000 BONUS ISSUE WARRANTS TO TIGER EQUITIES PTE. LTD. AND/OR ITS NOMINEE(S) AT AN ISSUE PRICE OF S\$0.0001 PER BONUS ISSUE WARRANT, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW SHARE OF THE COMPANY AT AN EXERCISE PRICE OF S\$0.25 AND THE PROPOSED ISSUE OF 5,300,000 BONUS ISSUE WARRANT SHARES UPON THE EXERCISE OF THE BONUS ISSUE WARRANTS

That, subject to and contingent upon the passing of Resolutions 1 to 4, and 6 set out herein and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and Rule 805 of the Catalyst Rules:–

- approval be and is hereby given for the proposed issue of 5,300,000 Bonus Issue Warrants to Tiger Equities Pte. Ltd. and/or its nominee(s) at an issue price of S\$0.0001 per Bonus Issue Warrant, each warrant carrying the right to subscribe for one (1) new share of the Company at an exercise price of S\$0.25;
- approval be and is hereby given for the proposed allotment and issue of 5,300,000 Bonus Issue Warrant Shares upon the exercise of the Bonus Issue Warrants; and
- the Directors and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this Resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

SPECIAL RESOLUTIONS:

RESOLUTION 6 – THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "SMARTFLEX HOLDINGS LTD." TO "ASIA VETS HOLDINGS LTD."

That, subject to and contingent upon the passing of Resolutions 1 to 5 set out herein:–

- the name of the Company be changed from "Smartflex Holdings Ltd." to "Asia Vets Holdings Ltd." and that the name "Asia Vets Holdings Ltd." be substituted for "Smartflex Holdings Ltd." whenever the latter name appears in the Constitution of the Company; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.

RESOLUTION 7 – THE PROPOSED ADOPTION OF A NEW CONSTITUTION

That:–

- the regulations contained in the New Constitution submitted to this meeting and, for the purpose of identification, subscribed to by the Company Secretary, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.

BY ORDER OF THE BOARD

Tan Tong Guan
Executive Chairman & CEO
29 June 2018

Notes:

- A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the extraordinary general meeting (the "**Meeting**"). Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50 of Singapore).

- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at office of the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd. at least 48 hours before the time for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**");
- 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- 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.

*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 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 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.