

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 36 Carpenter Street 6th floor Boardroom, Singapore 059915 on 28 January 2014, Tuesday at 10.00 a.m. to transact the following businesses:-

ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To approve the Directors' fees of S\$69,031 (2011: S\$30,000) for the financial year ended 31 December 2012. **(Resolution 2)**
- To approve the Directors' fees of S\$92,742 (2012: S\$69,031) for the financial year ended 31 December 2013. **(Resolution 3)**
- To re-elect Mr. Chan Siew Wei a Director who will retire pursuant to Article 103 of the Articles of Association of the Company: **(Resolution 4)**

Mr. Chan Siew Wei will upon re-election as Director of the Company, remain as a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalyst of the SGX-ST Listing Manual. He will remain as a member of the Nominating Committee and as Chairman of the Remuneration Committee.

- To re-elect Mr. Tansri Saridju Benui, a Director who will retire pursuant to Article 103 of the Articles of Association of the Company. **(Resolution 5)**
- To re-elect Mr. Chan Kam Loon, a Director who will retire pursuant to Article 107 of the Articles of Association of the Company. **(Resolution 6)**

Mr. Chan Kam Loon will upon re-election as Director of the Company, remain as Chairman of the Audit Committee. He will be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalyst of the SGX-ST Listing Manual. He will remain as Chairman of the Nominating Committee and as a member of the Remuneration Committee.

- To re-appoint Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

To consider and if thought fit, pass the following ordinary resolutions, with or without modifications:-

- Authority to issue shares
 - "That pursuant to Section 161 of the Companies Act, and the rules under Section B: Rules of Catalyst of the SGXST Listing Manual (the "Rules of Catalyst"), approval be and is hereby given to the Directors of the Company, to:
 - issue shares in the capital of the Company (the "Shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued including but not limited to the creation and issue of (as well as adjustments to) 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 in their absolute discretion deem fit;
 - (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 the authority was in force, provided always that
 - 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 100% of the total number of issued Shares (excluding treasury shares) of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares, and for the purpose of determining the aggregate number of Shares and Instruments that may be issued under this resolution, the percentage of the total number of issued Shares excluding treasury shares shall be based on the Company's total number of issued Shares excluding treasury shares at the time this resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalyst of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST or the Sponsor) and the Articles of Association for the time being of the Company; and
 - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

(Resolution 8)

ANY OTHER BUSINESS

- To transact any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Khoo Yick Wai
Chief Executive Officer
13 January 2014

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Vashion Group Ltd. (the "Company") will be held at 36 Carpenter Street 6th floor Boardroom, Singapore 059915 on 28 January 2014 at 11.00 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held on 28 January 2014 at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED DISPOSAL OF SHENZHEN LOUIS GIANNI COSTUME CO. LTD.

That:

- approval be and is hereby given for the Proposed Disposal on the terms and subject to the conditions of the Share Sale and Purchase Agreement, entered into between the Company and the Purchaser, as well as any other transactions contemplated under the Share Sale and Purchase Agreement; and
- the Directors are hereby authorised to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED ALLOTMENT AND ISSUE OF 280,768,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO FU NGAI MAN, RAYMOND AND NG WAI HUANG AT AN ISSUE PRICE OF S\$0.01 FOR EACH NEW SHARE PURSUANT TO A SETTLEMENT AGREEMENT DATED 21 OCTOBER 2013

That:

- approval be and is hereby given, for the purpose of Rule 805 of the Catalyst of the Company, for the issue, price of S\$0.01 for each New Share, by 31 October 2014, in accordance with the terms and conditions of the Settlement Agreement dated 21 October 2013 among the Company, Fu Ngai Man, Raymond and Ng Wai Huang; and
- the Directors are hereby authorised to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

All capitalised terms used in this Notice of Extraordinary General Meeting which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to Shareholders dated 13 January 2014.

BY ORDER OF THE BOARD

VASHION GROUP LTD
Khoo Yick Wai
Chief Executive Officer
13 January 2014

The document has been prepared by the Company and reviewed by the Company's sponsor, CNP Compliance Pte. Ltd. ("Sponsor") for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this document, including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this document. This document has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this document including the correctness of any of the statements or opinions made in this document.

The contact person for the Sponsor is Mr Thomas Lam at 36 Carpenter Street, Singapore 059915, telephone: (65) 6323 8383; e-mail: tlam@cnpplaw.com.