



COMPACT METAL INDUSTRIES LTD

(Incorporated in the Republic of Singapore)
(Company Registration No.: 197500009H)

NOTICE OF SCHEME MEETING

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

Case No.: HC/OS 665/2018

In the matter of Section 210 of
the Companies Act (Cap. 50)

And

In the matter of
COMPACT METAL INDUSTRIES LTD
(COMPANY REGISTRATION NO. 197500009H)

...Applicant(s)

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between Compact Metal Industries Ltd

And

Shareholders (as defined herein)

And

International Cement Group Ltd

NOTICE OF SCHEME MEETING

- NOTICE IS HEREBY GIVEN** that by an Order of Court dated 28 June 2018 (**Order**), the High Court of the Republic of Singapore (**Court**) has directed a meeting (**Meeting**) of Shareholders (as defined in the Schedule hereto) of Compact Metal Industries Ltd (**Company**) to be convened and such meeting shall be held at Level 4, 120 Pioneer Road Singapore 639597 on 30 July 2018 at 10.00 a.m. of all the members of the Company for the purposes of considering and, if thought fit, approving (with or without modifications) the following resolution (**Scheme Resolution**):
“That the Scheme of Arrangement dated 6 July 2018 (**Scheme**) proposed to be made pursuant to Section 210 of the Companies Act (Chapter 50 of Singapore), between (i) the Company, (ii) the Shareholders; and (iii) International Cement Group Ltd, a copy of which has been circulated with the Notice convening this Meeting, be and is hereby approved.”
- A copy of the said Scheme and the Explanatory Document required to be furnished pursuant to Section 211 of the Companies Act are incorporated in the Scheme Document (as defined in the Schedule hereto) of which this Notice forms part. Capitalised terms used in this Notice which are not defined in this Notice shall bear the same meanings ascribed to them in the scheme document dated 6 July 2018 of which this Notice forms part.
- A Shareholder entitled to attend and vote at the Meeting may vote in person at the Meeting or may appoint one (and not more than one) person, whether member of the Company or not, as his proxy to attend and vote in his stead. A form of proxy available for this Meeting (**Proxy Form**) is enclosed with the Scheme Document of which this Notice forms part.
- Copies of the Scheme Document and any related documents may be obtained by Shareholders (including Overseas Shareholders (as defined in the Schedule hereto)) on request at the registered office of the Company situated at 120 Pioneer Road, Singapore 639597 or at the office of the Company's share registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902, during usual business hours on any day (other than a public holiday, Saturday or Sunday) prior to the day appointed for the Meeting. Alternatively, an Overseas Shareholder may write in to the Share Registrar at the same address to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days (as defined in the Schedule hereto) prior to the date of the Meeting.
- The Company requests that forms appointing proxies be lodged at the Company's share registrar's office at 112 Robinson Road #05-01 Singapore 068902, not less than 48 hours before the time appointed for the Meeting. If forms are not so lodged, they must be handed to the Chairman at the meeting at which they are to be used.
- Each Shareholder entitled to attend and vote at the Meeting, and who votes in person or by proxy at the Meeting, may only cast all the votes it uses at the Meeting in one way, namely, either for or against the Scheme Resolution. In the case of joint Shareholders, any one of such persons may vote, but if more than one of such persons shall be present at the Meeting, the person whose name stands first in the register of members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the SFA (as defined in the Schedule hereto)) shall alone be entitled to vote.
- Each Proxy Form must be signed by the appointer or his attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be executed under its common seal or signed by its attorney. A corporation which is a Shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act.
- By the Order, the Court has appointed Chng Beng Hua, a director of the Company, or failing him, any director of the Company, to act as Chairman of the Meeting and has directed the Chairman to report the results thereof to the Court.
- If a majority in number representing three-fourths in value of the members of the Company present and voting either in person or by proxy at the Meeting (or any adjourned Meeting) agrees to the said Scheme, with or without modification, such Scheme shall be binding on all members of the Company if approved by a subsequent Order of Court.

THE SCHEDULE

Expression	Meaning
“Companies Act”	The Companies Act, Chapter 50 of Singapore
“Market Day”	A day on which the Singapore Exchange Securities Trading Limited is open for the trading of securities
“Overseas Shareholders”	Shareholders whose addresses are outside Singapore, as shown on the register of members of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited
“Scheme Document”	The document dated 6 July 2018 containing the said Scheme and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update the document(s) from time to time
“SFA”	The Securities and Futures Act, Chapter 289 of Singapore
“Shareholders”	(i) Persons who are registered as holders of Shares in the register of members of the Company (other than The Central Depository (Pte) Limited); and (ii) Where The Central Depository (Pte) Limited is registered in the register of members of the Company as the holder of Shares, Depositors (as defined in Section 81SF of the SFA) who have Shares entered against their names in the Depository Register (as defined in Section 81SF of the SFA), and includes persons entitled to those Shares by transmission
“Shares”	Issued and paid-up ordinary shares in the capital of the Company

Personal data privacy:

By submitting an instrument appointing a proxy and/or representative to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxy and representative 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy and/or representative to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy and/or representative for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

Dated this 6th day of July 2018

Legal Options LLC
151 Chin Swee Road #07-02
Manhattan House
Singapore 169876
Solicitor(s) for the Applicant(s)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of Compact Metal Industries Ltd (the “Company”) will be held at Level 4, 120 Pioneer Road Singapore 639597 at 10.30 a.m. (or such earlier or later time as soon as practicable following the conclusion or adjournment of the Scheme Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place (or its adjournment thereof)) for the purpose of considering, and if thought fit, passing (with or without modification) Resolution 1 as an ordinary resolution and Resolution 2 as a special resolution:

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the document dated 6 July 2018 to Shareholders (the “Document”).

RESOLUTION 1: ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF THE GENERAL SHARE ISSUE MANDATE OF INTERNATIONAL CEMENT GROUP LIMITED

THAT the Company do hereby approve and the Scheme becoming effective, authority be and is hereby given for the NewCo Directors at any time, to such persons and upon such terms and for such purposes as the NewCo Directors may in their absolute discretion deem fit, to:

- allot and issue NewCo Shares whether by way of rights, bonus or otherwise;
- make or grant offers, agreements or options (collectively, “Instruments”) that might or would require NewCo Shares to be issued or other transferable rights to subscribe for or purchase NewCo Shares, including but not limited to the creation and issue of warrants, debentures, or other instruments convertible into NewCo Shares; and/or
- issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues,

and (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue NewCo Shares in pursuance of any Instruments made or granted by the NewCo Directors while this Resolution was in force, provided always that:

- the aggregate number of NewCo Shares to be issued pursuant to this Resolution (including NewCo Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) (after deducting such number of ordinary shares in the capital of the Company (if any) which may have been allotted and issued by the Company pursuant to the Compact Share Issue Mandate prior to the effective date of the Scheme) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of NewCo (as calculated in accordance with paragraph (b) below), of which the aggregate number of NewCo Shares (including NewCo Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of NewCo shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of NewCo (as calculated in accordance with paragraph (b) below);
- (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the number of NewCo Shares that may be issued under paragraph (a) above, the percentage of issued shares shall be based on the total number of issued NewCo Shares (excluding treasury shares) with reference to the number of issued shares (excluding treasury shares) in the capital of the Company at the time the resolution to approve the renewal of the Compact Share Issue Mandate at the 2018 AGM is passed, after deducting such number of ordinary shares in the capital of the Company (if any) which may have been allotted and issued by the Company pursuant to the Compact Share Issue Mandate prior to the effective date of the Scheme), and after adjusting for:
 - new NewCo Shares arising from the conversion or exercise of any convertible securities which were in existence as at the passing of the resolution to approve the renewal of the Compact Share Issue Mandate at the 2018 AGM;
 - new NewCo Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting which were in existence as at the time of passing of the resolution to approve the renewal of the Compact Share Issue Mandate at the 2018 AGM and which the Company is party or subject to or which is otherwise binding on the Company immediately after completion of the Proposed Restructuring pursuant to the Scheme, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
 - any subsequent bonus issue, consolidation or subdivision of NewCo Shares;
- in exercising the authority conferred by this Resolution, NewCo shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the constitution for the time being of NewCo; and
- the authority conferred by this Resolution shall, unless revoked or varied by NewCo at a general meeting, continue in force until the conclusion of the next annual general meeting of NewCo or the date by which the next annual general meeting of NewCo is required by law to be held, whichever is the earlier.

RESOLUTION 2: SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

THAT:

- the regulations contained in the New Constitution as set out in Appendix 2 of the Document, be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Compact Articles of the Company; and
- the Directors and/or any of them be and are hereby authorised to complete and do all things (including executing all such documents as may be required) as they and/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 this Special Resolution.

BY ORDER OF THE BOARD

COMPACT METAL INDUSTRIES LTD

Zhang Zengtao
Managing Director

6 July 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 EGM in his stead. 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 EGM, 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 (the “Act”).

- A proxy need not be a member of the Company.
- A corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Act.
- The instrument appointing a proxy(ies) must be deposited at Company's share registrar's office at 112 Robinson Road #05-01 Singapore 068902 not less than 48 hours before the time appointed for the EGM.

Personal data privacy:

By submitting a Proxy Form 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 and/or a depositor (a) consents to the collection, use and disclosure of the personal data of the member and/or depositor 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 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “Purposes”), (b) warrants that where the member and/or depositor discloses the personal data of the proxy(ies) and/or representative(s) of the member and/or depositor to the Company (or its agents or service providers), the member and/or depositor 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 (c) agrees that the member and/or depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the breach of warranty of the member and/or depositor.