SINGAPORE EDEVELOPMENT LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200916763W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of **Singapore eDevelopment Limited** (the "**Company**") will be held by way of electronic means on 5 June 2020 at 10.30 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

*All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 14 May 2020 (the "**Circular**") in relation to the Proposed Amendments to the Singapore eDevelopment Limited Performance Share Plan and the Proposed Grant of Share Awards to Mr Chan Heng Fai under the Singapore eDevelopment Limited Performance Share Plan.*

Ordinary Resolution 1: The Proposed Amendments to the Singapore eDevelopment Limited Performance Share Plan

That:

(i) the proposed amendments to the Rules of the Singapore eDevelopment Limited Performance Share Plan as set out in **Section 2** of the Circular be and are hereby approved and adopted;

(ii) pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to grant Share Awards in accordance with the Rules of the Singapore eDevelopment Limited Performance Share Plan, and to allot and issue from time to time such number of fully paid-up Performance Shares as may be required to be allotted and issued pursuant to the vesting of Share Awards granted or to be granted under the Singapore eDevelopment Limited Performance Share Plan, provided that the aggregate number of Performance Shares to be allotted and issued pursuant to the vesting of Share Awards granted or to be granted under the Singapore eDevelopment Limited Performance Share Plan, when added to all Shares, options or awards granted under any other share option scheme, performance share plan or share incentive scheme of the Company then in force, shall not exceed 20% of the total number of issued Shares, excluding treasury shares and subsidiary holdings, from time to time; and

(iii) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution 1.

Ordinary Resolution 2: The Proposed Grant of Share Awards to Mr Chan Heng Fai under the Singapore eDevelopment Limited Performance Share Plan

That:

(i) the proposed grant of 23,278,600 Share Awards to Mr Chan Heng Fai under the Singapore eDevelopment Limited Performance Share Plan on the terms set out below be and are hereby approved:

  (a) Date of grant: 27 March 2020;

  (b) Number of Share Awards granted: 23,278,600 Share Awards;

  (c) Vesting period: Nil

  (d) Others: The Proposed Grant of Share Awards to Mr Chan Heng Fai under the Singapore eDevelopment Limited Performance Share Plan shall be subject to Independent Shareholders' approval by a separate resolution pursuant to Rule 852 of the Catalist Rules; and

(ii) the Directors and/or any of them (excluding Mr Chan Heng Fai) be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution 2.

By Order of the Board of Directors of
Singapore eDevelopment Limited
Chan Heng Fai
Executive Chairman, Executive Director and Chief Executive Officer
14 May 2020
Singapore

Notes:

1. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the EGM will be held by way of electronic means on 5 June 2020 at 10.30 a.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolutions relating to the Proposed Amendments to the Singapore eDevelopment Limited Performance Share Plan and the Proposed Grant of Share Awards to Mr Chan Heng Fai under the Singapore eDevelopment Limited Performance Share Plan.
2. Printed copies of this Notice of EGM, the Circular and the Proxy Form will not be sent to Shareholders. Instead, this Notice of EGM, the Circular and the Proxy Form may be accessed at the Company's website at the URL http://sed.com.sg/sed_egm_june_2020 by clicking on the hyperlink titled "Notice of EGM, the Circular and the Proxy Form". This Notice of EGM, the Circular and the Proxy Form are also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements.
3. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM proceedings may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant comments, queries and/or questions before the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in **Section 8** of the Circular.
4. **Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.** The Proxy Form may be accessed at the Company's website at the URL http://sed.com.sg/sed_egm_june_2020 by clicking on the hyperlink titled "Notice of EGM, the Circular and the Proxy Form" and is also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. The Chairman of the Meeting, acting as proxy, need not be a Shareholder of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
   (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
   (b) if submitted by way of electronic means, be submitted via email to the Company at sedegm2020.1@sed.com.sg,

   in either case, by 10.30 a.m. on Tuesday, 2 June 2020. A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current COVID-19 restriction orders and the related safe distancing measures in Singapore which may make it difficult for Shareholders to submit the completed Proxy Forms by post, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

Personal Data Privacy:

By submitting the Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder'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 the appointment of the Chairman of the Meeting as proxy for the EGM and/or any adjournment thereof, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM and/or 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.