K1 VENTURES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197000535W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of k1 Ventures Limited (the "**Company**") will be held at Suntec Singapore Convention and Exhibition Centre, Rooms 324 – 326, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on Friday, 9 February 2018 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

Special Resolution 1 – Approval of the Proposed Members' Voluntary Liquidation

RESOLVED THAT subject to and contingent upon the passing of Special Resolution 2 and Ordinary Resolution 1 in this Notice:

(a) the Company be and is hereby wound up by way of a members' voluntary liquidation pursuant to Section 290(1)(b) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**");

(b) Mr. Lim Loo Khoon and Mr. Andrew Grimmett care of Deloitte & Touche Financial Advisory Services Pte. Ltd. of 6 Shenton Way, OUE Downtown 2, #33-00, Singapore 068809, be and are hereby appointed as the liquidators of the Company (the "**Liquidators**"), jointly and severally, for the purposes of such winding up, such appointment to take effect forthwith following the passing of this Resolution; and

(c) the Directors or any one of them be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they or he may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution as they or he may deem fit.

Special Resolution 2 – Approval of the powers of the Liquidators

RESOLVED THAT subject to and contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 in this Notice:

(a) the Liquidators be and are hereby authorised under Section 305 of the Companies Act, to jointly and severally exercise any of the powers provided by the Companies Act, including, but not limited to, the following powers under Sections 272(1)(b), (c), (d) and (e) of the Companies Act:

    (i) subject to the provisions of the Companies Act, pay any class of creditors in full;

    (ii) make any compromise or arrangement with creditors;

    (iii) compromise any calls and liabilities to calls, debts and liabilities capable of resulting in debts and any claims between the Company and a contributory or other debtor, and all questions relating to or affecting the assets or the winding up of the Company, and take any security for the discharge of any such call, debt, liability or claim, and give a complete discharge in respect thereof; and

    (iv) appoint a solicitor to assist them in their duties;

(b) in accordance with the provisions of the Constitution of the Company, the Liquidators be and are hereby authorised to, jointly and severally, distribute and divide amongst the members of the Company in cash or in specie the surplus assets of the Company as the Liquidators may determine; and

(c) the Liquidators be and are hereby authorised to, jointly and severally, take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution.

Ordinary Resolution 1 – Approval of the Remuneration of the Liquidators and other matters

RESOLVED THAT subject to and contingent upon the passing of Special Resolution 1 and Special Resolution 2 in this Notice:

(a) the remuneration of the Liquidators be based on their normal scale rates and time costs reasonably and properly incurred in carrying out the winding up of the Company (including all fees and expenses payable to the various professionals the Liquidators may need to engage to assist in the liquidation of the Company), and that the said remuneration and disbursements reasonably and properly incurred be paid out of the assets of the Company;

(b) the Liquidators be and are hereby authorised to, jointly and severally, take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution; and

(c) the Liquidators be and are hereby authorised to destroy the books, accounts and documents of the Company and of the Liquidators five years after the date of dissolution of the Company pursuant to Section 320(2) of the Companies Act.

BY ORDER OF THE BOARD OF
K1 VENTURES LIMITED

Winnie Mak
Company Secretary

17 January 2018

Notes:

1. A member 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 ("**EGM**"). 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.

2. A member 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 one proxy, 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 proxy need not be a member of the Company. The proxy form must be deposited at the registered office of the Company at 1 HarbourFront Avenue, #18-01 Keppel Bay Tower, Singapore 098632, not less than 48 hours before the time appointed for holding the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

Personal Data Privacy:

By submitting an instrument 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 (i) 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 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**"), and (ii) 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.