# SINO CONSTRUCTION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200613299H)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the meanings given in the circular dated 14 July 2015 issued by the Company (the "**Circular**")*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Sino Construction Limited (the "**Company**") will be held on 6 August 2015 at 10 a.m. at 20 Martin Road, #10-02 Seng Kee Building, Singapore 239070 for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

**SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME**

That:

(a) approval be and is hereby given to change the Company's name from "Sino Construction Limited" to "MMP Resources Limited"; and

(b) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matter referred to in paragraph (a) of this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

**ORDINARY RESOLUTION 1: THE PROPOSED PLACEMENT**

That:

(a) the Share Subscription Agreements dated 30 March 2015 (the "**Share Subscription Agreements**") and entered into between the Company and each of Lim Swee Yean, Lee Bu Hua, Levin Lee Keng Weng and Wong Meng Choo (each a "**Placee**") in connection with the allotment and issue by way of placement of 262,000,000 new ordinary shares of the Company at S$0.0248 per share ("**Placement Shares**") ("**Proposed Placement**") and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, confirmed and ratified in all respects;

(b) the Proposed Placement and the transactions contemplated thereunder be and are hereby approved;

(c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Subscription Agreements and the transactions contemplated thereunder including but not limited to the allotment and issue of the Placement Shares; and

(d) the board of Directors be and is hereby authorised to allot and issue the Placement Shares upon and subject to the terms and conditions of the Share Subscription Agreements.

**ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE MMP PERFORMANCE SHARE PLAN**

That:

(a) a new scheme to be known as the "MMP Performance Share Plan" (the "**MMP Performance Share Plan**"), the details and rules whereof are set out in the Circular, under which awards (the "**Awards**") of fully-paid Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and its subsidiaries (the "**Group**"), including Directors of the Company, Controlling Shareholders of the Company (the "**Controlling Shareholders**") and their associates who are eligible to participate, and other selected participants, particulars of which are set out in the Company's Circular to its shareholders dated 14 July 2015, be and is hereby approved and adopted;

(b) the Directors of the Company be and are hereby authorised:

  (i) to establish and administer the MMP Performance Share Plan;

  (ii) to modify and/or amend the MMP Performance Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the MMP Performance Share Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the MMP Performance Share Plan; and

  (iii) subject to the same being allowed by law, to apply any Shares purchased under any share purchase mandate or Shares held in treasury by the Company, towards the satisfaction of Awards granted under the MMP Performance Share Plan; and

(c) the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the MMP Performance Share Plan and to allot and issue from time to time such number of fully-paid new Shares as may be required to be allotted and issued pursuant to the vesting of the Awards under the MMP Performance Share Plan provided always that the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the MMP Performance Share Plan, when added to (i) the number of Shares issued and issuable and/or transferred and transferable in respect of all Awards granted thereunder; and (ii) all Shares issued and issuable and/or transferred and transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed 15% of the total issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of Award, and provided also that subject to such adjustments as may be made to the MMP Performance Share Plan as a result of any variation in the capital structure of the Company.

By Order of the Board
**SINO CONSTRUCTION LIMITED**
Drew Ethan Madacsi
Executive Director
14 July 2015

**Notes:**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
4. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
5. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
6. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.
7. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company's business address at 21 Merchant Road, #04-01, Royal Merukh S.E.A. Building, Singapore 058267 not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.
8. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the Directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the Company's business office at 21 Merchant Road, #04-01, Royal Merukh S.E.A. Building, Singapore 058267 and as such will be counted as valid in regards to this meeting pursuant to the Company's Articles of Association. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Company's Share Registrar in Singapore not less than 48 hours before the commencement of the EGM.

**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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.