



XPRESS HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199902058Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Xpress Holdings Ltd (“Company”) will be held on 13 October 2016, 10.00 am, at 25 Tai Seng Avenue, #01-01 KOP Building, Singapore 534104, for the purpose of considering and, if thought fit, passing, with or without any modifications, the resolutions set out below.

Capitalised terms which are not defined in this Notice of EGM shall carry the same meanings ascribed to them in the circular to Shareholders dated 19 September 2016 (“Circular”).

ORDINARY RESOLUTION 1: THE PROPOSED ADDITION OF PRINCIPAL ACTIVITIES TO INCLUDE THE SMART TECHNOLOGIES BUSINESS

THAT, approval be and is hereby given:

- (a) for the Proposed Addition of Principal Activities to include the Smart Technologies Business and for the Group to carry on the Smart Technologies Business and all other businesses reasonably incidental or ancillary thereto, all as part of the Group’s ordinary course of business; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this ordinary resolution as they or he may deem fit.

ORDINARY RESOLUTION 2: THE PROPOSED ADDITION OF PRINCIPAL ACTIVITIES TO INCLUDE THE PUBLISHING BUSINESS

THAT, approval be and is hereby given:

- (a) for the Proposed Addition of Principal Activities to include the Publishing Business and for the Group to carry on the Publishing Business and all other businesses reasonably incidental or ancillary thereto, all as part of the Group’s ordinary course of business; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this ordinary resolution as they or he may deem fit.

ORDINARY RESOLUTION 3: THE PROPOSED ADDITION OF PRINCIPAL ACTIVITIES TO INCLUDE THE INVESTMENT BUSINESS

THAT, approval be and is hereby given:

- (a) for the Proposed Addition of Principal Activities to include the Investment Business and for the Group to carry on the Investment Business and all other businesses reasonably incidental or ancillary thereto, all as part of the Group’s ordinary course of business; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this ordinary resolution as they or he may deem fit.

ORDINARY RESOLUTION 4: THE PROPOSED ACQUISITION OF 70% OF THE ENTIRE ISSUED SHARE CAPITAL OF AMPLIFY ME PTE. LTD.

THAT, approval be and is hereby given:

- (a) for the Proposed Acquisition of 70% of the entire issued share capital of Amplify Me Pte. Ltd.; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this ordinary resolution as they or he may deem fit.

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM XPRESS HOLDINGS LTD TO A-SMART HOLDINGS LTD.

THAT, approval be and is hereby given:

- (a) for the name of the Company to be changed from “Xpress Holdings Ltd” to “A-Smart Holdings Ltd.” and that the name “A-Smart Holdings Ltd.” be substituted for “Xpress Holdings Ltd” whenever the latter name appears in the Memorandum and Articles of Association (Constitution) of the Company; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this special resolution as they or he may deem fit.

BY ORDER OF THE BOARD

LIM HUAN CHIANG

Chief Executive Officer and Executive Director

19 September 2016

Notes:-

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (2) A relevant intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class or shares shall be specified). A relevant intermediary means:
 - (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- (4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 61 Tai Seng Avenue #03-03 Crescendas Print Media Hub Singapore 534167 not less than forty-eight (48) hours before the time appointed for holding the EGM or any postponement or adjournment thereof.
- (5) The instrument appointing a proxy or proxies must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by any attorney or a duly authorised officer of the corporation.
- (6) Where an instrument appointing a proxy is signed on behalf of the appointer or by any 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.
- (7) A corporation which is a member 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 Section 179 of the Companies Act (Cap. 50) of Singapore.
- (8) The submission of an instrument or form appointing a proxy or proxies by a member of the Company does not preclude him/her from attending and voting in person at the EGM if he/she wishes to do so.
- (9) A Depositor’s name must appear on the Depository Register maintained by CDP no less than seventy-two (72) hours before the time appointed for holding the EGM in order for him to be entitled to attend and vote at the EGM.

This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

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 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 proxies and representatives 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 and 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(ies) and /or representative(s) to the Company (or its agents), the Shareholder 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 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.