



## ISR CAPITAL LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200104762G)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the meanings given in the circular dated 12 December 2014 issued by the Company (the "Circular")*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of ISR Capital Limited (the "Company") will be held on 29 December 2014 at 11 a.m. at 20 Martin Road, #10-01 Seng Kee Building, Singapore 239070 for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:

#### AS ORDINARY RESOLUTION:

#### THE PROPOSED CHANGE OF AUDITORS

**THAT** Messrs RT LLP be and is hereby appointed as auditors of the Company in place of Messrs PricewaterhouseCoopers LLP to hold office until the conclusion of the next annual general meeting of the Company at a fee to be agreed between the directors of the Company and Messrs RT LLP.

BY ORDER OF THE BOARD

Quah Su-Yin

Chief Executive Officer and Executive Director

12 December 2014

Singapore

#### 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 per cent 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 20 Martin Road #10-01 Seng Kee Building Singapore 239070 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 20 Martin Road #10-01 Seng Kee Building Singapore 239070 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.
9. For purposes of Rule 1203(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited:
  - (a) Messrs PricewaterhouseCoopers LLP ("PwC") has confirmed that apart from the matters as stated in the basis for disclaimer of opinion and the disclaimer of opinion paragraphs, as disclosed in the independent auditor's report to the members of the Company, they are not aware of any professional reasons why Messrs RT LLP ("RT LLP"), being the successor Auditors should not accept appointment as Auditors;
  - (b) the Directors of the Company ("Directors") confirm that there were no disagreements with PwC on accounting treatments within the last 12 months from the date of this Circular;
  - (c) the Directors confirm that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that ought to be brought to the attention of the Shareholders which has not been disclosed in this Circular;
  - (d) the specific reason for the Proposed Change of Auditors is in furtherance of enhancing operating cost efficiencies for the Group; and
  - (e) the Directors confirm that the Company complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of the new auditing firm, RT LLP.

#### 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.