

PLATO CAPITAL LIMITED
(Company Registration No. 199907443M)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of **PLATO CAPITAL LIMITED** (the “**Company**”) will be held at Clove Room, Level 5, Novotel Singapore Clarke Quay, 177A River Valley Road, Singapore 179031 on Friday 20 May 2016 at 10.30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 5 May 2016 (“**Circular**”).*

ORDINARY RESOLUTION 1 - THE PROPOSED ACQUISITION

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 2:

- (a) approval be and is hereby given for the Proposed Acquisition by TPL of 74,194,973 ordinary shares of RM0.12 each or 25.89% of the total issued and paid-up capital of ECMLIB pursuant to the SSA dated 25 February 2016 and all transactions contemplated thereunder;
- (b) approval be and is hereby given for the Letter of Undertaking pursuant to which the Company has guaranteed the obligations of TPL under the SSA and all transactions contemplated thereunder; and
- (c) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 2 - THE PROPOSED RCULS ISSUE

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTIONS 1 and 3, the proposed creation and issuance of RCULS by the Company which is convertible into Conversion Shares and Interest Shares on the terms and conditions of the RCULS Subscription Agreement and all transactions contemplated thereunder, be and are hereby approved, and for this purpose, approval be and is hereby given to the Directors:

- (a) for the Company to create and issue the RCULS, such RCULS to be convertible at the option of Mr LKO, into the Conversion Shares and Interest Shares in accordance with the RCULS Subscription Agreement;
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) pursuant to section 161 of the Companies Act, to allot and issue such number of Conversion Shares and Interest Shares as may be required or permitted to be allotted or issued on the conversion of the RCULS and the Interest on the conversion thereof, subject to and otherwise in accordance with the terms and conditions of the RCULS Subscription Agreement; and
- (c) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 3 - THE PROPOSED WHITEWASH RESOLUTION

THAT the Shareholders (other than Mr LKO and parties acting in concert with him and the parties not independent of them), do hereby, unconditionally and irrevocably waive their rights to receive a general offer from Mr LKO, the Controlling Shareholder Concert Group and parties acting in concert with them in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned by Mr LKO, the Controlling Shareholder Concert Group and parties acting in concert with them pursuant to the allotment and issuance of the Conversion Shares and/or the Interest Shares.

ORDINARY RESOLUTION 4 - THE PROPOSED ADOPTION OF THE PLATO ESOS 2016

THAT:

- (a) the share incentive scheme to be named the "Plato Employee Share Option Scheme 2016" (the "**Plato ESOS 2016**"), details of which are set out in the Circular be and is hereby approved and adopted; and
- (b) the directors of the Company (the "**Directors**") be and are hereby authorised:
 - (i) to establish and administer the Plato ESOS 2016;
 - (ii) to modify and/or amend the Plato ESOS 2016 from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Plato ESOS 2016 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 Plato ESOS 2016;
 - (i) to offer and grant options (the "**Options**") in accordance with the rules of the Plato ESOS 2016;
 - (ii) pursuant to section 161 of the Companies Act, allot and issue or deliver from time to time such number of Shares as may be required pursuant to the exercise of the Options under the Plato ESOS 2016;
 - (iii) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) pursuant to section 161 of the Companies Act, to allot and issue or deliver from time to time such number of Shares as may be required pursuant to the exercise of the Options under the Plato ESOS 2016 granted while this Resolution was in force,
 - (iv) to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 5 - THE PROPOSED ADOPTION OF THE PLATO PSP 2016

THAT:

- (a) the share incentive scheme to be named the “Plato Performance Share Plan 2016” (the “**Plato PSP 2016**”), details of which are set out in the Circular, be and is hereby approved and adopted; and
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the Plato PSP 2016;
 - (ii) to modify and/or amend the Plato PSP 2016 from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Plato PSP 2016 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 Plato PSP 2016;
 - (iii) to grant awards (the “**Awards**”) in accordance with the rules of the Plato PSP 2016;
 - (iv) pursuant to section 161 of the Companies Act, to allot and issue or deliver from time to time such number of Shares required pursuant to the vesting of the Awards under the Plato PSP 2016;
 - (v) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) pursuant to section 161 of the Companies Act, to allot and issue or deliver from time to time such number of Shares required pursuant to the vesting of the Awards under the Plato PSP 2016 granted while this Resolution was in force, and
 - (vi) to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 6 - THE PROPOSED PARTICIPATION OF MR LIM KIAN ONN, A CONTROLLING SHAREHOLDER, IN THE PLATO ESOS 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 4, approval be and is hereby given for the participation of Mr Lim Kian Onn, a Controlling Shareholder, in the Plato ESOS 2016.

ORDINARY RESOLUTION 7 - THE PROPOSED PARTICIPATION OF MR GARETH LIM TZE XIANG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO ESOS 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 4, approval be and is hereby given for the participation of Mr Gareth Lim Tze Xiang, an Associate of a Controlling Shareholder, in the Plato ESOS 2016.

ORDINARY RESOLUTION 8 - THE PROPOSED PARTICIPATION OF MS LIM KIAN FAH, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO ESOS 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 4, approval be and is hereby given for the participation of Ms Lim Kian Fah, an Associate of a Controlling Shareholder, in the Plato ESOS 2016.

ORDINARY RESOLUTION 9 - THE PROPOSED PARTICIPATION OF MR LIM KIAN ONN, A CONTROLLING SHAREHOLDER, IN THE PLATO PSP 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 5, approval be and is hereby given for the participation of Mr Lim Kian Onn, a Controlling Shareholder, in the Plato PSP 2016.

ORDINARY RESOLUTION 10 - THE PROPOSED PARTICIPATION OF MR GARETH LIM TZE XIANG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO PSP 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 5, approval be and is hereby given for the participation of Mr Gareth Lim Tze Xiang, an Associate of a Controlling Shareholder, in the Plato PSP 2016.

ORDINARY RESOLUTION 11 - THE PROPOSED PARTICIPATION OF MS LIM KIAN FAH, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO PSP 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 5, approval be and is hereby given for the participation of Ms Lim Kian Fah, an Associate of a Controlling Shareholder, in the Plato PSP 2016.

ORDINARY RESOLUTION 12 - THE PROPOSED GRANT OF OPTIONS TO MR LIM KIAN ONN, A CONTROLLING SHAREHOLDER, IN THE PLATO ESOS 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTIONS 4 AND 6:

- (a) the proposed grant of Options comprising 1,378,761 Shares to Mr Lim Kian Onn, a Controlling Shareholder, under the Plato ESOS 2016 on the following terms be and is hereby approved;

Proposed date of grant of the Options : Date(s) to be determined by the Committee under the Plato ESOS 2016, which shall in no event be later than 30 days from the date of the EGM

Number of Shares comprised in the Options : 1,378,761 Shares

Exercise Price per Share : Market Price of S\$0.10, being the price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list published by the SGX-ST, for the five (5) Trading Days immediately preceding the Latest Practicable Date

Vesting Schedule : 1/3 of the Options shall be exercisable at any time after the 1st anniversary of the Offering Date

1/3 of the Options shall be exercisable at any time after the 2nd anniversary of the Offering Date

1/3 of the Options shall be exercisable at any time after the 3rd anniversary of the Offering Date

Expiry of the Options : 5th anniversary of the Offering Date

- (b) the Directors be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the exercise of the abovementioned Options; and

- (c) the Directors be and are hereby authorised to set such other terms or conditions relating to the Options and to do all such acts and things (including executing all such documents as may be

required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 13 - THE PROPOSED GRANT OF OPTIONS TO MR GARETH LIM TZE XIANG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO ESOS 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTIONS 4 AND 7:

- (a) the proposed grant of Options comprising 1,378,761 Shares to Mr Gareth Lim Tze Xiang, an Associate of a Controlling Shareholder, under the Plato ESOS 2016 on the following terms be and is hereby approved;

Proposed date of grant of the Options : Date(s) to be determined by the Committee under the Plato ESOS 2016, which shall in no event be later than 30 days from the date of the EGM

Number of Shares comprised in the Options : 1,378,761 Shares

Exercise Price per Share : Market Price of S\$0.10, being the price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list published by the SGX-ST, for the five (5) Trading Days immediately preceding the Latest Practicable Date

Vesting Schedule : 1/3 of the Options shall be exercisable at any time after the 1st anniversary of the Offering Date

1/3 of the Options shall be exercisable at any time after the 2nd anniversary of the Offering Date

1/3 of the Options shall be exercisable at any time after the 3rd anniversary of the Offering Date

Expiry of the Options : 10th anniversary of the Offering Date

- (b) the Directors be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the exercise of the abovementioned Options; and

- (c) the Directors be and are hereby authorised to set such other terms or conditions relating to the Options and to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 14 - THE PROPOSED GRANT OF OPTIONS TO MS LIM KIAN FAH, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO ESOS 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTIONS 4 AND 8:

- (a) the proposed grant of Options comprising 1,378,761 Shares to Ms Lim Kian Fah, an Associate of a Controlling Shareholder, under the Plato ESOS 2016 on the following terms be and is hereby approved;

Proposed date of grant of the Options : Date(s) to be determined by the Committee under the Plato ESOS 2016, which shall in no event be later than 30 days from the date of the EGM

Number of Shares comprised in the Options : 1,378,761 Shares

Exercise Price per Share : Market Price of S\$0.10, being the price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list published by the SGX-ST, for the five (5) Trading Days immediately preceding the Latest Practicable Date

Vesting Schedule : 1/3 of the Options shall be exercisable at any time after the 1st anniversary of the Offering Date

1/3 of the Options shall be exercisable at any time after the 2nd anniversary of the Offering Date

1/3 of the Options shall be exercisable at any time after the 3rd anniversary of the Offering Date

Expiry of the Options : 10th anniversary of the Offering Date

- (b) the Directors be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the exercise of the abovementioned Options; and
- (c) the Directors be and are hereby authorised to set such other terms or conditions relating to the Options and to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 15 - THE PROPOSED GRANT OF AWARDS TO MR LIM KIAN ONN, A CONTROLLING SHAREHOLDER, IN THE PLATO PSP 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 5 AND 9:

- (a) the proposed grant of an Award comprising 689,381 Shares to Mr Lim Kian Onn, a Controlling Shareholder, under the Plato PSP 2016 as set out in the Circular be and is hereby approved;
- (b) the Directors be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the release of the abovementioned Award; and
- (c) the Directors be and are hereby authorised to set such other terms or conditions relating to the Award and to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 16 - THE PROPOSED GRANT OF AWARDS TO MR GARETH LIM TZE XIANG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO PSP 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 5 AND 10:

- (a) the proposed grant of an Award comprising 689,381 Shares to Mr Gareth Lim Tze Xiang, an Associate of a Controlling Shareholder, under the Plato PSP 2016 as set out in the Circular be and is hereby approved;
- (b) the Directors be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the release of the abovementioned Award; and
- (c) the Directors be and are hereby authorised to set such other terms or conditions relating to the Award and to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

ORDINARY RESOLUTION 17 - THE PROPOSED GRANT OF AWARDS TO MS LIM KIAN FAH, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLATO PSP 2016

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 5 AND 11:

- (a) the proposed grant of an Award comprising 689,381 Shares to Ms Lim Kian Fah, an Associate of a Controlling Shareholder, under the Plato PSP 2016 as set out in the Circular be and is hereby approved;
- (b) the Directors be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the release of the abovementioned Award; and
- (c) the Directors be and are hereby authorised to set such other terms or conditions relating to the Award and to do all such acts and things (including executing all such documents as may be required) as they or he may consider desirable, expedient or necessary or in the interests of the Company to give effect to this Resolution and all actions taken by the Directors of the Company or any of them which would have been authorised by any of the foregoing resolutions but were taken prior to the date hereof be and are hereby severally approved, confirmed and ratified in all respects.

By Order of the Board

Low Geok Eng Susie
Secretary
Singapore

5 May 2016

Notes:

1.
 - (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member 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.
 - (b) 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 him (which number and class of share shall be specified)

“Relevant intermediary” means:

 - (i) a banking corporation licensed under the Banking Act Chapter 19 of Singapore 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;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act Chapter 289 of Singapore and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act Chapter 36 of Singapore, 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.
2. A proxy need not be a member of the Company.
3. An instrument appointing a proxy must be deposited at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 not less than 48 hours before the time for holding the EGM or any adjournment thereof.
4. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.
5. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

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.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.