



SHC CAPITAL ASIA LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201201631D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of SHC Capital Asia Limited (“**Company**”) will be held at Goodwood Park Hotel, Tudor Ballroom, 22 Scotts Road, Singapore 228221 on Friday, 25 July 2014 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

All terms defined in the Circular shall have the same meaning in this Notice.

RESOLUTION 1: ORDINARY RESOLUTION

Approval for the Proposed Disposal

RESOLVED THAT:

- (a) the proposed disposal by the Company (“**Proposed Disposal**”) of all the issued and paid-up ordinary shares in the capital of SHC Insurance Pte. Ltd. to ERGO International AG (the “**Purchaser**”), on the terms and subject to the conditions of the SPA be and is hereby approved; and
- (b) the directors of the Company (“**Directors**”) and/or any of them be and is hereby authorised to complete and do all such acts and things as they and/or he may deem fit, necessary or expedient to give effect to this resolution.

RESOLUTION 2: ORDINARY RESOLUTION

Approval for the Proposed Options Redemption

RESOLVED THAT subject to and contingent upon (i) the passing of Ordinary Resolution 1 above and (ii) the completion of the Proposed Disposal:

- (a) the Proposed Options Redemption be and is hereby approved; and
- (b) the Directors and/or any of them be and is hereby authorised to complete and do all such acts and things as they and/or he may deem fit, necessary or expedient to give effect to this resolution.

RESOLUTION 3: ORDINARY RESOLUTION

Approval for the Proposed Directors’ Fees

RESOLVED THAT:

- (a) the payment of the Proposed Directors’ Fees of up to S\$477,000 in respect of FY2014 to the Directors be and is hereby approved; and
- (b) the Directors and/or any of them be and is hereby authorised to complete and do all such acts and things as they and/or he may deem fit, necessary or expedient to give effect to this resolution.

RESOLUTION 4: ORDINARY RESOLUTION

Approval for the Proposed Project Directors’ Fees

RESOLVED THAT subject to and contingent upon (i) the passing of Ordinary Resolution 1 above and (ii) the completion of the Proposed Disposal:

- (a) the payment of the Proposed Project Directors’ Fees of S\$450,000 to the Project Directors be and is hereby approved; and
- (b) the Directors and/or any of them be and is hereby authorised to complete and do all such acts and things as they and/or he may deem fit, necessary or expedient to give effect to this resolution.

By Order of the Board

Claire Choy Sock Yu
Chan Lai Yin
Joint Company Secretaries
10 July 2014

Notes:

- (1) A Depositor’s name must appear in the Depository Register not less than forty-eight (48) hours before the time appointed for the EGM.
- (2) Every Shareholder 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.
- (3) The instrument appointing the proxy that has been executed by a Shareholder must be lodged at the Registrar’s office at 80 Robinson Road, #02-00, Singapore 068898 not less than forty-eight (48) hours before the time appointed for the EGM or any adjournment thereof. Detailed instructions are set out in the proxy form.

*This notice has been reviewed by the Company’s sponsor, CIMB Bank Berhad, Singapore Branch (“**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Corporate Finance, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.*