



EUCON HOLDING LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200107762R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Eucon Holding Limited (the "Company") will be held at 11.00 a.m. on 25 May 2017 at Grand Mercure Roxy Hotel, Frankel Room, Level 3, 50 East Coast Road, Roxy Square, Singapore 428769 for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the circular dated 3 May 2017 to the shareholders of this Company.

SPECIAL RESOLUTION 1:

The Proposed Change of Name of the Company

THAT:-

- (a) the name of the Company be changed from "Eucon Holding Limited" to "The Place Holdings Limited" and that subject to the new name being registered with the Accounting and Corporate Regulatory Authority Singapore and forthwith upon the change of the Company's name to the new name taking effect, the Constitution of the Company be and are hereby amended by replacing all references therein to "Eucon Holding Limited" with "The Place Holdings Limited"; and
- (b) the Directors of the Company and each of them be and is/are hereby authorised and empowered to do all such acts and things (including without limitation, enter into all transactions, arrangements and agreements and executing or amending all such documents as may be required) as they and/ or he may consider expedient or necessary or expedient to give effect to this special resolution.

SPECIAL RESOLUTION 2:

The Proposed Adoption of the New Constitution

THAT:-

- (a) the New Constitution as set out in Appendix 1 of the Circular be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company; and
- (b) the Directors of the Company and each of them be and is/are hereby authorised and empowered to do all such acts and things (including without limitation, enter into all transactions, arrangements and agreements and executing or amending all such documents as may be required) as they and/ or he may consider expedient or necessary or expedient to give effect to this special resolution.

ORDINARY RESOLUTION 3:

The Proposed Appointment of KPMG LLP

THAT:-

- (a) KPMG LLP be and are hereby appointed auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Board and KPMG LLP; and
- (b) Subject to the relevant laws and regulations, the Listing Manual of the Singapore Exchange Securities Trading Limited and the Constitution of the Company, the Directors and/or 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 and/or he may consider expedient or necessary to give effect to the Proposed Appointment of KPMG LLP authorised by this ordinary resolution.

By Order of the Board

EUCON HOLDING LIMITED

Ji Zenghe

Executive Chairman and Chief Executive Officer

3 May 2017

Notes:-

- (1) A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a difference share or shares held by him (which number and class shares shall be specified).
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company, 80 Marine Parade Road, #11-02 Parkway Parade, Singapore 449269, not less than 48 hours before the time of the Extraordinary General Meeting.
- (4) The instrument appointing a proxy or proxies must be signed by the appointor or of 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 seal or under the hand of any officer or attorney duly authorised.

* A Relevant Intermediary is:

- (a) 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; or
- (b) 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
- (c) 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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.