

CIRCULAR DATED 24 MAY 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your Shares in the issued share capital of Natural Cool Holdings Limited (the “**Company**”), you should immediately forward this circular (“**Circular**”) together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular 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 Catalyst. The Sponsor has not verified the contents of this Circular.

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

The contact person for the Sponsor is Mr Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.

Natural Cool
Holdings Limited
NATURAL COOL HOLDINGS LIMITED
(Incorporated in Singapore on 19 July 2005)
(Company Registration No.: 200509967G)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED SPECIAL DIVIDEND

IMPORTANT DATES AND TIMES

Last Date and Time for Lodgement of Proxy Forms	:	6 June 2016 at 10 a.m.
Date and Time of Extraordinary General Meeting	:	8 June 2016 at 10 a.m.
Place of Extraordinary General Meeting	:	29 Tai Seng Avenue #07-01, Natural Cool Lifestyle Hub, Singapore 534119

TABLE OF CONTENTS

	Page
DEFINITIONS	3
INDICATIVE TIMETABLE	5
LETTER TO SHAREHOLDERS	6
1. INTRODUCTION	6
2. THE PROPOSED SPECIAL DIVIDEND	7
3. RATIONALE FOR THE PROPOSED SPECIAL DIVIDEND	7
4. INTERESTS OF DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS	8
5. RECOMMENDATION OF DIRECTORS	8
6. EXTRAORDINARY GENERAL MEETING	8
7. ACTIONS TO BE TAKEN BY SHAREHOLDERS	9
8. DIRECTORS' RESPONSIBILITY STATEMENT	9
9. DOCUMENTS FOR INSPECTION	9
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1
PROXY FORM	

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:

“12 May 2016 Announcement”	:	Has the meaning ascribed to it in Section 1.1
“Board of Directors”, “Board” or “Directors”	:	The Directors of the Company as at the date of this Circular
“Books Closure Date”	:	30 June 2016 at 5.00 p.m., being the indicative date (and time) on which the share transfer books and the Register of Members of the Company will be closed in order to determine the Shareholders’ entitlement to the Proposed Special Dividend or such other date (and time) to be determined by the Board
“Business Day”	:	A day (other than a Saturday, Sunday and public holiday) on which commercial banks are generally open for business in Singapore
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This Circular to Shareholders dated 24 May 2016
“Company”	:	Natural Cool Holdings Limited
“Companies Act” or “Act”	:	Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
“EGM”	:	The extraordinary general meeting of the Company, notice of which is set out on pages N-1 to N-2 of this Circular
“FY”	:	Financial year ended or ending 31 December
“FY2015 Results”	:	The audited consolidated financial statements of the Group for FY2015
“Group”	:	The Company and its subsidiaries as at the date of this Circular
“Latest Practicable Date”	:	17 May 2016, being the latest practicable date prior to the printing of this Circular
“Payment Date”	:	The indicative payment date for the Proposed Special Dividend
“Proposed Special Dividend”	:	Has the meaning ascribed to it in Section 1.1
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“Securities and Futures Act”	:	The Securities and Futures Act (Chapter 289) of Singapore as amended, supplemented or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNET”	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)

DEFINITIONS

“Shareholders”	: Persons who are registered as holders of the Shares in the Register of Members of the Company, or where CDP is the registered holder, the term “Shareholders” shall in relation to such Shares, mean the Depositors who have Shares entered against their names in the Depository Register
“Share Registrar”	: M & C Services Private Limited
“Shares” or “Share”	: Ordinary shares in the issued capital of the Company
“S\$” and “cents”	: Singapore dollars and cents, the lawful currency of Singapore
“%” or “per cent.”	: Percentage or per centum

Unless the context otherwise requires:

- (a) the terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meaning ascribed to them respectively in Section 81SF of the Securities and Futures Act;
- (b) the terms **“subsidiary”**, **“related company”** and **“substantial Shareholder”** shall have the meanings ascribed to them respectively in the Companies Act;
- (c) words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders;
- (d) any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or the Catalist Rules or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act or the Catalist Rules or such modification thereof, as the case may be, unless the context otherwise requires;
- (e) any reference to a time of a day in this Circular shall be a reference to Singapore time unless otherwise stated;
- (f) any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them; and
- (g) the headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

INDICATIVE TIMETABLE

Shareholders should note that the following indicative timetable is subject to the approval by the Shareholders for the Proposed Special Dividend.

The following are the indicative dates and times in respect of the Proposed Special Dividend which are scheduled to take place after the EGM of the Company, Notice of which is given on pages N-1 and N-2 of this Circular:

Last date and time for lodgement of proxy forms for the EGM	:	6 June 2016 at 10 a.m.
Date and time of the EGM	:	8 June 2016 at 10 a.m.
Indicative Books Closure Date for the Proposed Special Dividend	:	30 June 2016 at 5.00 p.m., being the indicative date (and time) on which the Share transfer books and the Register of Members of the Company will be closed in order to determine the Shareholders' entitlement to the Proposed Special Dividend or such other date (and time) to be determined by the Board
Indicative Payment Date for the Proposed Special Dividend	:	18 July 2016 or such other dates as may be announced by the Company

Shareholders should note that, save for the last date and time for lodgement of proxy forms for the EGM and the date and time of the EGM, the above timetable is indicative only and may be subject to changes arising from applicable regulatory requirements or at the Company's absolute discretion. Any changes (including any determination of the relevant dates) will be announced by the Company. For events listed above which are described as "indicative", please refer to future announcement(s) by the Company via SGXNET for the exact dates and times of such events.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

LETTER TO SHAREHOLDERS

NATURAL COOL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200509967G)

Directors

Mr Joseph Ang Choon Cheng	(Executive Director and Executive Chairman)
Mr Tsng Joo Peng	(Executive Director and Chief Executive Officer)
Mr Eric Ang Choon Beng	(Executive Director)
Mr Choy Bing Choong	(Executive Director and Chief Investment Officer)
Mr Lim Siang Kai	(Lead Independent Director)
Dr Wu Chiaw Ching	(Independent Director)
Mr William da Silva	(Independent Director)

Registered Office

29 Tai Seng Avenue, #07-01
Natural Cool Lifestyle Hub,
Singapore 534119

24 May 2016

To: The Shareholders of Natural Cool Holdings Limited

Dear Sir/Madam

THE PROPOSED SPECIAL DIVIDEND

1. INTRODUCTION

1.1 Background of the Proposed Special Dividend

On 12 May 2016, the Company announced (“**12 May 2016 Announcement**”) that the Board had recommended a one-tier tax exempt special final dividend of S\$0.075 per Share for FY2015 (the “**Proposed Special Dividend**”).

A copy of the 12 May 2016 Announcement is available on the website of the SGX-ST at www.sgx.com.

The Proposed Special Dividend is subject to shareholders’ approval at an extraordinary general meeting (“**EGM**”). Accordingly, the Directors proposed to convene the EGM to seek Shareholders’ approval for the declaration by the Company of the Proposed Special Dividend.

1.2 Purpose of the Circular

The purpose of this Circular is to explain the reasons for, and to provide Shareholders with relevant information relating to the Proposed Special Dividend as well as to seek Shareholders’ approval for the resolution relating to the same.

The Sponsor and the SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholder to whom this Circular is despatched to by the Company) or for any other purpose.

LETTER TO SHAREHOLDERS

2. THE PROPOSED SPECIAL DIVIDEND

- 2.1 The Directors recommend to the Shareholders, for their approval, the declaration of a one-tier tax exempt special final dividend of S\$0.075 per Share for FY2015.
- 2.2 The aggregate amount of cash to be paid to each entitled Shareholder in respect of the Proposed Special Dividend shall be adjusted by rounding down any fractions of a cent to the nearest cent, where applicable.
- 2.3 The Proposed Special Dividend is subject to the following conditions:
- (a) the approval of the Shareholders for the Proposed Special Dividend; and
 - (b) the satisfaction of any regulatory approvals and/or statutory requirements which may be applicable in connection with the Proposed Special Dividend.
- 2.4 The Company will announce in due course the Books Closure Date and the Payment Date for the Proposed Special Dividend following the EGM. Shareholders should note that as the Books Closure Date is conditional on the events stipulated above, in order to be entitled to the Proposed Special Dividend, Shareholders would have to continue to hold the Shares up to the Books Closure Date. **If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**
- 2.5 Shareholders with Shares registered in their names in the Register of Members of the Company (or Depositors having Shares standing to the credit of their Securities Accounts, as the case may be) as at the Books Closure Date will have the cheques for payment of their entitlements to the Proposed Special Dividend despatched to them by the Company's Share Registrar (or by CDP, as the case may be) by ordinary post at their own risk or, in the case where such Shareholders (or Depositors, as the case may be) have designated their bank accounts for direct crediting of their dividends and other distributions, have the payment directly credited by the Company's Share Registrar (or by CDP, as the case may be) to their designated bank accounts.

3. RATIONALE FOR THE PROPOSED SPECIAL DIVIDEND

The Company does not currently have a fixed dividend policy. Nonetheless, key management personnel reviews, *inter alia*, the Group's performance in the relevant financial period, projected capital needs and working capital requirements and makes appropriate recommendations to the Board on dividend declaration.

Based on the FY2015 Results and for the period leading up to the annual general meeting of the Company held on 26 April 2016, the Company had still been in the process of evaluating the feasibility of distributing part of the Company's net proceeds from the sale of Gathergates Group Pte. Ltd. to the Shareholders.

The Company has since reviewed its regulatory capital requirements and cash requirements for the Group's operations and future expansion, as well as the credit facilities available to the Group. Taking these factors into account and based on the Company's present financial position as at the Latest Practicable Date, the Board believes that the declaration of the Proposed Special Dividend at this juncture would be favourable to the Shareholders as well as the Company and accordingly, recommend the Proposed Special Dividend for the approval of Shareholders at the EGM.

LETTER TO SHAREHOLDERS

4. INTERESTS OF DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS

- 4.1 Based on the Company's register of interest of Directors and register of substantial Shareholders respectively, as at the Latest Practicable Date, the interests of the Directors and substantial Shareholders in the Company in the Shares are as follows:

Directors and/or substantial Shareholders	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest (No. of Shares)	Total Interest (%) ⁽¹⁾
Joseph Ang Choon Cheng ⁽²⁾	25,549,385	3,150,001	28,699,386	13.97
Ong Mun Wah	20,000,000	–	20,000,000	9.73
Tsng Joo Peng ⁽³⁾	5,000,000	12,348,426	17,348,426	8.44
Eric Ang Choon Beng ⁽⁴⁾	7,831,352	1,000	7,832,352	3.81
Choy Bing Choong	–	–	–	–
Lim Siang Kai	–	–	–	–
Wu Chiaw Ching	–	–	–	–
William da Silva	–	–	–	–

Notes:

- (1) Based on 205,447,985 Shares as at the Latest Practicable Date.
- (2) Joseph Ang Choon Cheng is deemed to be interested in the 3,150,001 Shares held by his spouse, Mdm Yap Geok Khim.
- (3) Tsng Joo Peng is deemed to be interested in the 7,300,000 Shares held in the names of CIMB Securities (Singapore) Pte Ltd, the 4,000,000 Shares pledged to Maybank Nominees (Singapore) Private Limited and the 1,048,426 Shares pledged to Bank of Singapore Nominees Pte Ltd respectively.
- (4) Eric Ang Choon Beng is deemed to be interested in the 1,000 Shares held by his spouse, Mdm Lee Poh Hong.

- 4.2 None of the Directors or substantial Shareholders of the Company have any direct or indirect interest in the Proposed Special Dividend, other than through their respective shareholdings in the Company.

5. RECOMMENDATION OF DIRECTORS

The Directors, having considered, *inter alia*, the rationale for the Proposed Special Dividend as set out in Section 3 of this Circular, are of the opinion that the Proposed Special Dividend is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution relating to the Proposed Special Dividend at the EGM, Notice of which is given on pages N-1 to N-2 of this Circular.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-2 of this Circular, will be held on 8 June 2016, at 10 a.m. at 29 Tai Seng Avenue, #07-01 Natural Cool Lifestyle Hub, Singapore 534119, for the purpose of considering, and if thought fit, passing with or without any modifications, the resolution set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to this Circular in accordance with the instructions printed thereon. The completed and signed proxy form should be returned as soon as possible and in any event so as to arrive at the Company's registered office at 29 Tai Seng Avenue, #07-01 Natural Cool Lifestyle Hub, Singapore 534119, not later than 48 hours before the time fixed for the EGM. Shareholders who have completed and returned the proxy form may still attend and vote in person at the EGM, if they so wish, in place of their proxy.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Special Dividend, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the Company's registered office at 29 Tai Seng Avenue, #07-01 Natural Cool Lifestyle Hub, Singapore 534119 on any weekday (public holidays excepted) from the date of this Circular up to the date of the EGM:

- (a) the Memorandum and Articles of Association of the Company; and
- (b) the annual report of the Company for FY2015.

Yours faithfully

For and on behalf of the Board of Directors of
NATURAL COOL HOLDINGS LIMITED

Joseph Ang Choon Cheng
Executive Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

NATURAL COOL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200509967G)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “EGM”) of Natural Cool Holdings Limited (“Company”) will be held at 29 Tai Seng Avenue #07-01, Natural Cool Lifestyle Hub, Singapore 534119 on 8 June 2016, at 10 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

ORDINARY RESOLUTION

THE PROPOSED SPECIAL DIVIDEND

That:

- (a) approval be and is hereby given for a special final one-tier tax-exempt dividend of S\$0.075 per ordinary Share in the Company for the financial year ended 31 December 2015, subject to the terms and in the manner described in the Circular of the Company dated 24 May 2016; and
- (b) the Directors of the Company and/or any of them be and are hereby authorized to complete and do all such acts and things (including without limitation, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.

All capitalised terms used in this notice which are not defined herein shall have the same meanings ascribed to them in the Circular to the Shareholders of the Company issued by the Company dated 24 May 2016 (including supplements and amendments thereto).

BY ORDER OF THE BOARD

Joseph Ang Choon Cheng
Executive Chairman
24 May 2016

Notes:

- 1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy 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 meeting, but each proxy must be appointed to exercise the rights attached to a different share or Shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- 2. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- 3. A proxy need not be a member of the Company.
- 4. The instrument appointing a proxy must be deposited at the Company's registered office at 29 Tai Seng Avenue #07-01 Natural Cool Lifestyle Hub Singapore 534119, at least 48 hours before the time of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. **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 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 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 or service providers) 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 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.

Natural Cool Holdings Limited

(Incorporated in Singapore)

(Company Registration No.: 200509967G)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. For investors who have used their CPF monies to buy Natural Cool Holdings Limited's Shares, this Proxy Form is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Extraordinary General Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

I/We, _____ (Name)

of _____ (Address)

being a member/members of **Natural Cool Holdings Limited (Company)**, hereby appoint:

Name	*NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Name	*NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them, the Chairman of the Extraordinary General Meeting of the Company (the "EGM") as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the EGM to be held at 29 Tai Seng Avenue #07-01, Natural Cool Lifestyle Hub, Singapore 534119 on 8 June 2016 at 10 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. All resolutions put to the vote at the EGM shall be decided by way of poll.

(Please indicate your vote "For" or "Against" with a "X" within the box provided. Otherwise please indicate the number of votes)

No.	Resolution	For	Against
1.	The Proposed Special Dividend		

Dated this _____ day of _____ 2016

Total number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s) or under
Common Seal of Corporate Shareholder

IMPORTANT: Please read notes overleaf

*Delete where inapplicable



Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy 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 meeting, but each proxy must be appointed to exercise the rights attached to a different share or Shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 29 Tai Seng Avenue #07-01 Natural Cool Lifestyle Hub Singapore 534119 not less than 48 hours before the time appointed for the EGM.
5. The instrument appointing a proxy or proxies must be under the hand of 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 an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of the proxy, failing which the instrument may be treated as invalid.
6. A corporation which is a member of the Company 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 (Chapter 50) of Singapore.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged 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.
8. **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 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 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 or service providers) 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 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.