

# M DEVELOPMENT LTD.

(Company Registration No.: 200201764D)  
(Incorporated in the Republic of Singapore)  
(the “**Company**”)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (**EGM**) of the members of M Development Ltd. (the **Company**) will be held at Level 3, 146 Robinson Road, Singapore 068909 on 28 April 2015 at 10.15 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:-

### THE PROPOSED AMENDMENT TO AND RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE

THAT:—

- (a) pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for the amendment to and renewal of the shareholders’ general mandate (which was last renewed at the extraordinary general meeting of the Company held on 30 May 2014) for any of the Company, its subsidiaries and associated companies that is an “entity at risk” (as that term is used in Chapter 9 of the Listing Manual) to enter into the Interested Person Transactions with one or more of the Interested Persons as described in Sections 3 and 4 of the circular of the Company dated 13 April 2015 (“**Circular**”), provided that such transactions are made on normal commercial terms which are not prejudicial to the interests of the Company and its minority Shareholders and are in accordance with the review procedures for such Interested Person Transactions;
- (b) the Directors be and are hereby authorised to complete and to do all acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable, expedient or in the interests of the Company to give effect to this resolution; and
- (c) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

By Order of the Board

Huang Wen-Lai  
Executive Chairman

Singapore, 13 April 2015

Notes:-

- (a) A Member of the Company entitled to attend and vote at the above EGM may appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
- (b) The instrument appointing a proxy shall, in the case of an individual, be signed by the appointer or his attorney, and in the case of a Corporation shall be either under the Common Seal or signed by its attorney or an officer on behalf of the Corporation.
- (c) The instrument appointing a proxy must be deposited at the registered office of the Company at 4 Shenton Way, #17-01 SGX Centre 2, Singapore 068807, not less than forty-eight (48) hours before the time for holding the meeting.