



## CHASWOOD RESOURCES HOLDINGS LTD.

(Company Registration Number 200401894D)

(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **CHASWOOD RESOURCES HOLDINGS LTD.** (the “**Company**”) will be held at 22 Cross Street #03-54/61 China Square Central Singapore 048421 on 28 February 2014 at 2 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions as set out below:

#### AS ORDINARY RESOLUTIONS

##### ORDINARY RESOLUTION 1: THE PROPOSED BONDS ISSUE

That, subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) approval be and is hereby given to the directors of Chaswood Capital Pte. Ltd. or any of them to create and issue an aggregate principal amount of S\$3,000,000 exchangeable bonds (the “**Exchangeable Bonds**”) to Asiasons Venture Fund Pte. Ltd. (the “**Investor**”), subject to the provisions of the exchangeable bonds agreement dated 29 November 2013 entered into between the Company, Chaswood Capital Pte. Ltd. and the Investor, as varied by a supplemental agreement dated 12 December 2013 (the “**Exchangeable Bonds Agreement**”), such Exchangeable Bonds to be exchangeable, at the option of the Investor on or prior to the maturity date, into new ordinary shares in the share capital of the Company (the “**Exchange Shares**”) at an exchange price of S\$0.30 per Exchange Share (the “**Exchange Price**”), and subject to such adjustments as the terms and conditions of the Exchangeable Bonds shall stipulate (the “**Proposed Bonds Issue**”);
- (b) the directors of the Company (the “**Directors**”) or any of them be authorised to take such steps, make such amendments to the terms and conditions of the Exchangeable Bonds (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters;
- (c) pursuant to Chapter 9 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), approval be and is hereby given for the Proposed Bonds Issue being an interested person transaction; and
- (d) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

##### ORDINARY RESOLUTION 2: THE PROPOSED EXCHANGE AND ISSUANCE OF EXCHANGE SHARES

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given to the Company to acquire the relevant Exchangeable Bonds from the Investor upon the exercise of the option by the Investor to exchange any of the Exchangeable Bonds, subject to the provisions of the Exchangeable Bonds Agreement (the “**Exchange**”);
- (b) approval be and is hereby given to the Directors or any of them to issue to the Investor, in accordance with the terms and conditions of the Exchangeable Bonds Agreement:
  - (i) such number of Exchange Shares as may be required or permitted to be allotted and issued on the exchange of the Exchangeable Bonds, to the Investor at the time of Exchange on the exchange thereof, subject to and otherwise in accordance with the terms and conditions of the Exchangeable Bonds, whereby such Exchange Shares when issued shall rank pari passu in all respects with the then existing shares of the Company, save as may be provided in the terms and conditions of the Exchangeable Bonds;
  - (ii) on the same basis as paragraph (b)(i) above, such further Exchange Shares as may be required to be allotted and issued on the exchange of any of the Exchangeable Bonds upon the adjustment of the Exchange Price in accordance with the terms and conditions of the Exchangeable Bonds; and
  - (iii) such number of Exchange Shares referred to in paragraphs (b)(i) and (b)(ii) above to the Investor at the time of Exchange;
- (c) pursuant to Chapter 8 and Chapter 9 of the Catalist Rules, approval be and is hereby given for the Exchange and issuance and allotment of Exchange Shares upon the Exchange taking place to the Investor, being a restricted person under Rule 812(1) of the Catalist Rules and an interested person; and
- (d) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

By Order of the Board

**CHASWOOD RESOURCES HOLDINGS LTD.**

ANDREW ROACH REDDY

Managing Director

13 February 2014

#### Notes:

- (1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company (“**EGM**”) may appoint not more than two proxies to attend and vote in his stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch (the “**Sponsor**”) for compliance with the relevant rules of the SGX-ST.*

*The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST and Sponsor 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 Mr Eric Wong (Director, Corporate Finance), CIMB Bank Berhad, Singapore Branch, 50 Raffles Place #09-01 Singapore Land Tower, Singapore 048623, telephone number: (65) 6337 5115.*