Natural Cool
Holdings Limited

NATURAL COOL HOLDINGS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting ("**EGM**") of Natural Cool Holdings Limited (the "**Company**") will be held on **12 December 2016** at **2:00 p.m.** at **29 Tai Seng Avenue #07-01, Natural Cool Lifestyle Hub, Singapore 534119** for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without any modifications or amendments (please see the explanatory notes (1) to (10) below):

ORDINARY RESOLUTION 1

Removal of Mr. Joseph Ang Choon Cheng as Director and Chairman of the Company (including terminating his employment with the Company) with effect from the date of the EGM and to take all steps necessary to remove him from any and all his other appointments (whether as director, corporate representative or otherwise) with the Company, its related and/or associated companies including all its subsidiaries.

ORDINARY RESOLUTION 2

Appoint one of the independent directors of the Company as a non-executive Chairman or if none of the present independent directors are willing to accept the appointment, to direct that the Board search for and recommend a suitable candidate to assume the role of non-executive Chairman.

BY ORDER OF THE BOARD

Leaw Wei Siang
Company Secretary
4 November 2016

Notes:

(1) The Company is convening the EGM pursuant to the letter received by the Company on 14 October 2016 (the "**Requisition Notice**") from a shareholder of the Company, Mr. Lim Teck Chuan (the "**Requisitioning Shareholder**"), requesting that the Company convene an EGM pursuant to Section 176 of the Companies Act, Chapter 50 of Singapore (the "**Act**"). Please refer to the Company's announcement dated 20 October 2016 for further details of the Requisition Notice, a copy of which has been included therein for circulation to shareholders of the Company.

(2) The resolutions above have been extracted and replicated exactly as they have been proposed by the Requisitioning Shareholder in the Requisition Notice. In the event that there are any modifications or amendments to the resolutions proposed by the Requisitioning Shareholder, or any imposition of conditionality requirements, these will be announced and despatched to shareholders of the Company, in any case before 14 calendar days prior to the EGM.

(3) Pursuant to Section 152(3) of the Act, Mr. Joseph Ang Choon Cheng, being a director of the Company who is the subject matter of Ordinary Resolution 1 above, has made with respect thereto representations in writing to the Company. As such, the Company intends to include such written representations in a letter to shareholders, in accordance with the provisions of the Act.

(4) The Company will despatch a letter to shareholders of the Company, including this notice of EGM, containing any further information on the proposed ordinary resolutions (including any representations in writing to the Company made by Mr. Joseph Ang Choon Cheng) in due course, in any event before 14 calendar days prior to the EGM.

(5) Pursuant to Section 152(2) of the Act, special notice shall be required of Ordinary Resolution 1 to remove Mr. Joseph Ang Choon Cheng as a director of the Company.

(6) Except for a member who is a relevant intermediary as defined under Section 181(6) of the Act, a member entitled to attend, speak and vote at the EGM may appoint not more than two (2) proxies to attend, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the proxy form.

(7) Pursuant to Section 181(1C) of the Act, a member who is a relevant intermediary as defined under Section 181(6) of the Act is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

(8) A proxy need not be a member of the Company.

(9) The instrument appointing a proxy 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 forty-eight (48) hours before the time for holding the forthcoming EGM of the Company.

(10) **PERSONAL DATA PRIVACY**. By attending the EGM and/or any adjournment thereof or 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.