SINGAPORE EDEVELOPMENT LIMITED

(Company registration no. 200916763W)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Singapore eDevelopment Limited (the "Company") will be held at Pan Pacific Singapore, Ocean 4, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Monday, 27 April 2015 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2014 together with the Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S$243,400 for the financial year ended 31 December 2014 (2013: S$168,000). **(Resolution 2)**
3. To approve the payment of Directors' fees of up to S$230,000 and for payment of such Director's fees quarterly in arrears for the financial year ending 31 December 2015. **(Resolution 3)**
4. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. To re-elect the following Directors retiring pursuant to Article 93 of the Company's Articles of Association:
   Mr Teh Wing Kwan **(Resolution 5)**
   Mr Tao Yeoh Chi **(Resolution 6)**
   Mr Teh Wing Kwan will, upon re-election as a Director of the Company, remain as an Non-Executive Director and a member of the Audit & Risk Management Committee of the Company.
   *Mr Tao Yeoh Chi will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit & Risk Management Committee and Nominating Committee and will be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**").*
6. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:
   "That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Chan Heng Fai be re-appointed a Director of the Company to hold office until the next Annual General Meeting."
   [See Explanatory Note (i)]
   Mr Chan Heng Fai will, upon re-appointment as a Director of the Company, remain an Executive Director and CEO and a member of the Nominating Committee. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8. **Authority to allot and issue shares in the capital of the Company ("Shares") - Share Issue Mandate**
   "That, pursuant to Section 161 of the Companies Act, Chapter 50. of Singapore and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:-
   (a) (i) allot and issue shares in the capital of the Company ("***Shares***") (whether by way of rights, bonus or otherwise); and/or
   (ii) make or grant offers, agreements or options (collectively, "***Instruments***") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,
   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
   (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,
   provided that:-
   (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), to be issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below);
   (2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares excluding treasury shares shall be based on the total number of issued Shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-
   (i) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
   (ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
   (iii) any subsequent bonus issue, consolidation or sub-division of Shares.
   (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
   (4) (unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.
   [See Explanatory Note (ii)]. **(Resolution 8)**
9. **Authority to grant options and issue shares in accordance with Singapore eDevelopment Limited Share Option Scheme**
   "THAT the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the share option scheme of the Company adopted on 20 November 2013 (the "**Singapore eDevelopment Limited Share Option Scheme**" or the "**Scheme**") and to issue such shares as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme and the Plan (as defined in Resolution 10) shall not exceed twenty per cent (20%) of the issued share capital of the Company from time to time.
   [See Explanatory Note (iii)] **(Resolution 9)**
10. **Authority to issue shares under the Singapore eDevelopment Limited Performance Share Plan**
    "THAT the Directors of the Company be and are hereby authorised to offer and grant share awards in accordance with the Singapore eDevelopment Performance Share Plan adopted on 23 October 2014 (the "**Plan**") and to issue such shares as may be required to be issued under the Plan provided always that the aggregate number of shares to be issued pursuant to the Plan and the Scheme shall not exceed twenty per cent (20%) of the issued share capital of the Company from time to time.
    [See Explanatory Note (iv)] **(Resolution 10)**

By Order of the Board
Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, 10 April 2015

Explanatory Notes:

(i) The effect of the Ordinary Resolution 7 proposed in item 6 above, is to re-appoint a director who is over 70 years of age.

(ii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, to allot and issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments. The aggregate number of Shares and convertible instruments which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of Shares and convertible instruments other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 8 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(iii) The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options in accordance with the Scheme.

(iv) The Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company, to issue shares in accordance with the Plan.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 9 Temasek Boulevard #09-02A, Suntec Tower Two, Singapore 038989 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Singapore eDevelopment Limited (the "**Company**") will be held at Pan Pacific Singapore, Ocean 4, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 27 April 2015 at 11.00 a.m. (or soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place, or any adjournment thereof), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1: Proposed renewal of the IPT General Mandate

That:

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the renewal of the shareholders' general mandate (which was obtained at the extraordinary general meeting of the Company held on 18 June 2014) for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Section 3.1.2 of the Circular, with any party who is of the class of interested persons described in Section 3.1.1 of the Circular, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders, and in accordance with the review procedures for such interested person transactions as set out in Section 3.2 of the Circular (the "**IPT General Mandate**");

(b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;

(c) the Audit and Risk Management Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT General Mandate and/or the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD
Mr Chan Heng Fai
Executive Director and Chief Executive Officer
Singapore eDevelopment Limited
Singapore
10 April 2015

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 9 Temasek Boulevard #09-02A, Suntec Tower Two, Singapore 038989 no later than 48 hours prior to the time of the EGM.