ONIONTECH LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200411873E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as used in the circular dated 24 June 2014 issued by Oniontech Limited (the "**Circular**").*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **ONIONTECH LIMITED** (the "**Company**") will be held at NTUC Centre, 1 Marina Boulevard, Level 9, Room 902, One Marina Boulevard, Singapore 018989 on 16 July 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions, which will be proposed as ordinary and special resolutions (the "**Resolutions**"):

ORDINARY RESOLUTION 1

The Proposed Placement of 195,000,000 Ordinary Shares and Grant of a Call Option to Subscribe for 195,000,000 Ordinary Shares to B&L Group Pte. Ltd.

THAT, subject to and contingent upon Ordinary Resolutions 2, 3, 4 and 6 and Special Resolution 1 being passed:

(a) approval be and is hereby given to the Company to allot and issue to B&L Group 195,000,000 new Shares at an issue price of S$0.03 per Placement 1 Share on the terms and subject to the conditions of the Placement and Call Option 1 Agreement;

(b) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the transfer of controlling interest in the Company to B&L Group pursuant to the issue of the Placement 1 Shares;

(c) approval be and is hereby given for the grant by the Company of Call Option 1 to B&L Group, carrying the right to subscribe for 195,000,000 new Shares at the exercise price of S$0.03 per Call Option 1 Share, on the terms and subject to the conditions of the Placement and Call Option 1 Agreement;

(d) approval be and is hereby given for the allotment and issue of 195,000,000 new Shares upon the exercise of Call Option 1 on the terms and subject to the conditions of the Placement and Call Option 1 Agreement, whereby such Call Option 1 Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except that such Call Option 1 Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is on or before the date of issuance of the Call Option 1 Shares, and will be admitted to listing on the Catalist;

(e) approval be and is hereby given for the adjustment to the exercise price of Call Option 1 and/or the allotment and issue of additional Call Option 1 Shares as may be required or permitted under the terms of the Placement and Call Option 1 Agreement, whereby such additional Call Option 1 Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except that such additional Call Option 1 Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is on or before the date of issuance of the Call Option 1 Shares, and will be admitted to listing on the Catalist; and

(f) the Directors and each of them be and are hereby authorised to complete and to do any and all such acts and things (including making such amendments to the terms and conditions of the Placement and Call Option 1 Agreement and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to the Placement and Call Option 1 Agreement and this Ordinary Resolution 1.

ORDINARY RESOLUTION 2

The Proposed Placement of 15,000,000 Ordinary Shares and Grant of a Call Option to Subscribe for 15,000,000 Ordinary Shares to Mr Choo Uihwan

THAT, subject to and contingent upon Ordinary Resolutions 1, 3, 4 and 6 and Special Resolution 1 being passed:

(a) approval be and is hereby given to the Company to allot and issue to Mr Choo 15,000,000 new Shares at an issue price of S$0.03 per Placement 2 Share on the terms and subject to the conditions of the Placement and Call Option 2 Agreement;

(b) approval be and is hereby given for the grant by the Company of Call Option 2 to Mr Choo, carrying the right to subscribe for 15,000,000 new Shares at the exercise price of S$0.03 per Call Option 2 Share, on the terms and subject to the conditions of the Placement and Call Option 2 Agreement;

(c) approval be and is hereby given for the allotment and issue of 15,000,000 new Shares upon the exercise of Call Option 2 on the terms and subject to the conditions of the Placement and Call Option 2 Agreement, whereby such Call Option 2 Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except that such Call Option 2 Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is on or before the date of issuance of the Call Option 2 Shares, and will be admitted to listing on the Catalist;

(d) approval be and is hereby given for the adjustment to the exercise price of Call Option 2 and/or the allotment and issue of additional Call Option 2 Shares as may be required or permitted under the terms of the Placement and Call Option 2 Agreement, whereby such additional Call Option 2 Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except that such additional Call Option 2 Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is on or before the date of issuance of the Call Option 2 Shares, and will be admitted to listing on the Catalist; and

(e) the Directors and each of them be and are hereby authorised to complete and to do any and all such acts and things (including making such amendments to the terms and conditions of the Placement and Call Option 2 Agreement and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to the Placement and Call Option 2 Agreement and this Ordinary Resolution 2.

ORDINARY RESOLUTION 3

The Proposed Issuance of up to 10,000,000 Ordinary Shares to Mr Won Dae Ro

THAT, subject to and contingent upon Ordinary Resolution 1 being passed:

(a) approval be and is hereby given to the Company to allot and issue to the Arranger:

  (i) 5,000,000 Arrangement Shares upon the issuance of the Placement 1 Shares to B&L Group by the Company; and

  (ii) 5,000,000 Arrangement Shares upon the issuance of the Call Option 1 Shares to B&L Group pursuant to the exercise of Call Option 1 by B&L Group,

  on the terms and subject to the conditions of the Consultancy Agreement; and

(b) the Directors and each of them be and are hereby authorised to complete and to do any and all such acts and things (including making such amendments to the terms and conditions of the Consultancy Agreement and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to the Consultancy Agreement and this Ordinary Resolution 3.

ORDINARY RESOLUTION 4

The Whitewash Resolution

THAT subject to and contingent upon Ordinary Resolution 1 being passed and the satisfaction of all the conditions as set out in the letter from the Securities Industry Council dated 2 October 2013, the shareholders of the Company who are independent of B&L Group and/or its concert parties, on a poll taken, do hereby unconditionally and irrevocably waive their right to receive a general offer for all the Shares held by them to be made by B&L Group and/or its concert parties at the highest price paid or agreed to be paid by B&L Group and/or its concert parties in the six (6) months prior to B&L Group and/or its concert parties incurring the general offer obligation under Rule 14 of the Takeover Code, as a result of the acquisition by B&L Group and/or its concert parties of 30% or more of the voting rights in the Company pursuant to the allotment and issuance of the Placement 1 Shares.

ORDINARY RESOLUTION 5

The Proposed Appointment of Mr Ong Boon Chuan as a Director of the Company

THAT, subject to and contingent upon Ordinary Resolution 1 being passed and Placement 1 being completed in accordance with the Placement and Call Option 1 Agreement (the date of such completion being the "**Placement 1 Completion Date**") and subject further to his individual consent to act, Mr Ong Boon Chuan be appointed as a Director of the Company with effect from the Placement 1 Completion Date.

ORDINARY RESOLUTION 6

The Proposed Diversification of the Company's Business to Include Property Development

THAT, subject to and contingent upon Ordinary Resolution 1 being passed and Placement 1 being completed in accordance with the Placement and Call Option 1 Agreement:

(a) the Current Core Business of the Group be and is hereby expanded to include the Property Development Business;

(b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Property Development Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and

(c) the Directors and each of them be and are hereby severally authorised to do all acts and things (including executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in this Ordinary Resolution 6 as they or each of them may in their absolute discretion deem fit in the interest of the Company.

SPECIAL RESOLUTION 1

The Proposed Change of the Company's Name

THAT subject to and contingent upon Ordinary Resolutions 1 and 5 being passed:

(a) the name of the Company be changed from "Oniontech Limited" to "Edition Ltd." and that the name "Edition Ltd." be substituted for "Oniontech Limited" wherever the latter name appears in the memorandum of association and articles of association of the Company; and

(b) any Director and/or officer of the Company be and is/are hereby authorised to complete and do all such acts and things (including executing or amending all such documents as may be required) as he may consider expedient or necessary or appropriate to give effect to this Special Resolution 1.

By Order of the Board
ONIONTECH LIMITED

Lee Jei Hoon
Executive Director/Chief Financial Officer

Singapore
24 June 2014

Notes:-

(1) Save as provided in the Articles of Association, a member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint up to two proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(2) If the appointer is a corporation, the instrument appointing the proxy or proxies must be executed either under its seals or under the hand of its officer or attorney duly authorised.

(3) The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 not less than 48 hours before the time appointed for holding the above Extraordinary General Meeting.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited, for compliance with the relevant rules of the SGX-ST. The Company's 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 assumes 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 Ms. Alicia Kwan (Telephone: +65 6221 5590) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.