



# A-SMART HOLDINGS LTD.

(Company Registration No.: 199902058Z)

(the "Company")

(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of **A-SMART HOLDINGS LTD.** (the "**Company**") will be held at 61 Tai Seng Avenue #05-14 Print Media Hub @ Paya Lebar iPark Singapore 534167 on Thursday, 4 January 2018 at 3.00 p.m. for the purpose of considering and if thought fit, passing with or without amendments, the following resolutions as Ordinary Resolutions:-

### **ORDINARY RESOLUTION 1 - PROPOSED ADDITION OF PRINCIPAL ACTIVITIES**

#### **THAT:-**

- (a) approval be and is hereby given for the Proposed Addition of Principal Activities and for our Group to carry on the businesses undertaken or to be undertaken under the Proposed Property Development and Investment Activities and all other businesses reasonably incidental or ancillary thereto, all as part of our Group's ordinary course of business; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Proposed Addition of Principal Activities) and exercise such discretion as they or he in their or his absolute discretion deem fit, desirable, necessary or expedient to give effect to the Proposed Addition of Principal Activities and this Ordinary Resolution.

### **ORDINARY RESOLUTION 2 - PROPOSED MIXED DEVELOPMENT PROJECT**

#### **THAT:-**

- (a) approval be and is hereby given for our Group to undertake the Proposed Mixed Development Project and all other businesses reasonably incidental or ancillary thereto, all as part of our Group's ordinary course of business; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Proposed Mixed Development Project) and exercise such discretion as they or he in their or his absolute discretion deem fit, desirable, necessary or expedient to give effect to the Proposed Mixed Development Project and this Ordinary Resolution.

### **BY ORDER OF THE BOARD**

**Shirley Tan Sey Liy**

Company Secretary

20 December 2017

#### **Notes:-**

1. A Member of the Company (other than a Relevant Intermediary\*) 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. A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. Where a member of the Company appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy in the instrument appointing the proxy.
4. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorized officer of attorney.
5. The instrument appointing a proxy must be deposited at the registered office of the Company at 61 Tai Seng Avenue, #03-03, Print Media Hub @ Paya Lebar iPark Singapore 534167 not less than 48 hours before the time appointed for holding the EGM.

\*A Relevant Intermediary is:-

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### **Personal Data Privacy**

Where a member of the Company submits 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, proxy 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) 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. The member's personal data and the proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.