

VGO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 199301388D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 29 December 2016 issued by the Company (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **VGO CORPORATION LIMITED** (the "**Company**") will be held at Level 2, 53 Mohamed Sultan Road, Singapore 238993 on 20 January 2017 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions set out in this Notice of EGM.

Shareholders should note that:

(a) Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 12, and 13 ("**Key Resolutions**") are inter-conditional upon each other; and

(b) Ordinary Resolutions 8, 9, 10 and 11 are conditional upon the passing of the Key Resolutions ("**Conditional Resolutions**").

This means that if any of the Key Resolutions is not passed, the other Key Resolutions would not be passed, and if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed.

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Acquisition be and is hereby approved and that authority be and is hereby given to the Directors:

(a) to carry out and implement the Proposed Acquisition in accordance with the Sale and Purchase Agreement; and

(b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 1.

ORDINARY RESOLUTION 2: THE PROPOSED ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES

That subject to and contingent upon the passing of the Key Resolutions, authority be and is hereby given to the Directors:

(a) to allot and issue to the Vendors (or their respective nominees) an aggregate of 1,187,692,308 Consideration Shares, credited as fully paid-up, at an issue price of S\$0.325 each on the terms and subject to the conditions set out in the Sale and Purchase Agreement (as amended, modified or supplemented from time to time); and

(b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 2.

ORDINARY RESOLUTION 3: THE PROPOSED DISPOSAL

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Disposal be and is hereby approved and that authority be and is hereby given to the Directors:

(a) to carry out and implement the Proposed Disposal in accordance with the Disposal Agreement; and

(b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 3.

ORDINARY RESOLUTION 4: THE PROPOSED COMPLIANCE PLACEMENT

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Compliance Placement be and is hereby approved and that authority be and is hereby given to the Directors:

(a) to issue up to 123,100,000 new Compliance Placement Shares at such discount to determined by the Directors in their absolute discretion (in which case the discount may not be more than 10.0% to the weighted average price for trades done on the SGX-ST for the full market day or which the placement or subscription agreement is signed), provided that such issue price shall not be less than S\$0.20; and

(b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 4.

ORDINARY RESOLUTION 5: THE PROPOSED WHITEWASH RESOLUTION

That subject to and contingent upon the passing of the Key Resolutions, the Independent Shareholders of the Company, hereby unconditionally and irrevocably waive their right under Rule 14 of the Singapore Code on Take-Overs and Mergers to receive a mandatory general offer from the Vendors and parties acting in concert with the Vendors, for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by the Vendors and parties acting in concert with the Vendors, as a result of the allotment and issuance of the Consideration Shares upon Completion.

ORDINARY RESOLUTION 6: THE PROPOSED APPOINTMENT OF TAN JUNE TENG COLIN AS DIRECTOR

That subject to and contingent upon the passing of the Key Resolutions and completion of the Proposed Acquisition, Tan June Teng Colin @ Chen JunTing be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 7: THE PROPOSED APPOINTMENT OF TAN PING HUANG EDWIN AS DIRECTOR

That subject to and contingent upon the passing of the Key Resolutions and completion of the Proposed Acquisition, Tan Ping Huang Edwin @ Chen BingHuang be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 8: THE PROPOSED APPOINTMENT OF LEE SOK KHIAN JOHN AS DIRECTOR

That subject to and contingent upon the passing of the Key Resolutions and completion of the Proposed Acquisition, Lee Sok Khian John be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 9: THE PROPOSED APPOINTMENT OF WONG KING KHENG AS INDEPENDENT DIRECTOR

That subject to and contingent upon the passing of the Key Resolution and completion of the Proposed Acquisition, Wong King Kheng be and is hereby appointed as an independent director of the Company with effect from Completion.

ORDINARY RESOLUTION 10: THE PROPOSED APPOINTMENT OF LOH WENG WHYE AS INDEPENDENT DIRECTOR

That subject to and contingent upon the passing of the Key Resolutions and completion of the Proposed Acquisition, Loh Weng Whye be and is hereby appointed as an independent director of the Company with effect from Completion.

ORDINARY RESOLUTION 11: THE PROPOSED APPOINTMENT OF FOO JONG HAN REY AS INDEPENDENT DIRECTOR

That subject to and contingent upon the passing of the Key Resolutions and completion of the Proposed Acquisition, Foo Jong Han Rey be and is hereby appointed as an independent director of the Company with effect from Completion.

ORDINARY RESOLUTION 12: THE PROPOSED NEW GENERAL SHARE ISSUE MANDATE

That subject to and contingent upon the passing of the Key Resolutions, the Proposed New Share Issue Mandate be and is hereby approved and that authority be and is hereby given to the Directors:

(a) pursuant to Section 161 of the Companies Act and subject to and in accordance with the terms of the Constitution of the Company, to allot and issue Shares at any time and upon such terms and conditions, and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of new Shares to be issued pursuant to such authority shall not exceed 100% of the then existing issued share capital of the Company, and that the aggregate number of shares to be issued other than on a pro-rata basis to the then existing Shareholders shall not exceed 50% of the then existing issued share capital of the Company, and, unless revoked or varied by the Shareholders in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier; and

(b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 12.

ORDINARY RESOLUTION 13: THE PROPOSED INTERESTED PERSON TRANSACTION MANDATE

That subject to and contingent upon the passing of the Key Resolutions, the Proposed IPT Mandate be and is hereby approved and that approval be and is hereby given to the Directors to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 13.

AS SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1: THE PROPOSED TRANSFER OF THE LISTING OF THE COMPANY FROM THE MAINBOARD TO THE CATALIST

That subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby given, pursuant to Rule 410(4) of the Catalist Rules for the Company to transfer from the SGX-ST Mainboard to the Catalist.

SPECIAL RESOLUTION 2: THE PROPOSED CAPITAL REDUCTION

That subject to and contingent upon the passing of the Key Resolutions and pursuant to Section 78A read with Section 78C of the Companies Act, the Proposed Capital Reduction be and is hereby approved and that approval be and is hereby given to the Directors to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Special Resolution 2.

SPECIAL RESOLUTION 3: THE PROPOSED CHANGE OF NAME

That subject to and contingent upon the passing of the Key Resolutions and subject to the approval of the Accounting and Corporate Regulatory Authority, the Proposed Change of Name of the Company from "VGO Corporation Limited" to "Hatten Land Limited" be and is hereby approved, and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 3.

SPECIAL RESOLUTION 4: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

That subject to and contingent upon the passing of the Key Resolutions, that the New Constitution of the Company as set out in Appendix I to the Circular be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 4.

BY ORDER OF THE BOARD

29 December 2016