

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Topaz Room, Level 2, Sheraton Towers, 39 Scotts Road, Singapore 228230 on 19 July 2017 at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular to Shareholders dated 30 June 2017.

Shareholders should note that the Resolutions are inter-conditional on each other. In the event that any Resolution is not approved, the other Resolutions will not be duly passed.

ORDINARY RESOLUTIONS

RESOLUTION 1 – THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF GGT MANUFACTURING SDN. BHD. WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER THE CATALIST RULES

That, subject to and contingent upon the passing of all other Resolutions set out herein, for the purposes of Chapter 9 of the Catalyst Rules Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (“Catalist Rules”):-

- (a) approval be and is hereby given for the acquisition by the Company of all the shares in the capital of GGT Manufacturing Sdn Bhd (“GGTM” or “Target”) from Lim Chiau Woei, Koh Ah Luan and Luminor Pacific Fund 1 Ltd. (“Luminor 1”) (collectively “Vendors”), upon the terms and conditions of the sale and purchase agreement dated 21 June 2016 entered into by the Company and the Vendors, as the same may be or has been amended from time to time (“Sale and Purchase Agreement”) (“Proposed Acquisition”); and
- (b) the directors of the Company (“Directors”) and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution (including any amendment to the Sale and Purchase Agreement, execution of any other agreements or documents and procurement of third party consents).

RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUE OF THE CONSIDERATION SHARES TO THE VENDORS AT THE ISSUE PRICE OF S\$0.145 PURSUANT TO THE PROPOSED ACQUISITION

That, subject to and contingent upon the passing of all other Resolutions set out herein and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore):-

- (a) approval be and is hereby given for the proposed allotment and issue of 712,172,414 new ordinary shares in the capital of the Company (“Shares”) at the issue price of S\$0.145 per share, upon the terms and conditions of the Sale and Purchase Agreement (“Consideration Shares”); and
- (b) the Directors and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

RESOLUTION 3 – THE PROPOSED ALLOTMENT AND ISSUE OF THE CONSIDERATION SHARES TO LIM CHIAU WOEI (MANAGING DIRECTOR AND SUBSTANTIAL SHAREHOLDER OF THE COMPANY) AT THE ISSUE PRICE OF S\$0.145 PER CONSIDERATION SHARE PURSUANT TO THE PROPOSED ACQUISITION, BEING AN INTERESTED PERSON TRANSACTION UNDER THE CATALIST RULES

That, subject to and contingent upon the passing of all other Resolutions set out herein and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and Rule 804 of the Catalyst Rules:-

- (a) approval be and is hereby given for the proposed allotment and issue of 427,303,448 Consideration Shares at the issue price of S\$0.145 per Consideration Share to Lim Chiau Woei (the Managing Director and substantial shareholder of the Company) upon the terms and conditions of the Sale and Purchase Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

RESOLUTION 4 – THE PROPOSED WHITEWASH RESOLUTION BY THE INDEPENDENT SHAREHOLDERS FOR THE WAIVER OF THEIR RIGHTS TO RECEIVE A MANDATORY GENERAL OFFER FROM LIM CHIAU WOEI AND HIS CONCERT PARTIES

That, subject to and contingent upon the passing of all other Resolutions set out herein and the conditions in the letter from the Securities Industry Council dated 3 March 2017 being fulfilled:

- (a) the Shareholders (other than Lim Chiau Woei and parties acting in concert with him and the parties not independent of them or the Proposed Acquisition), do hereby, unconditionally and irrevocably waive their rights to receive a general offer from Lim Chiau Woei in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned by Lim Chiau Woei and his concert parties, as a result of the allotment and issuance of the Consideration Shares to Lim Chiau Woei pursuant to the Proposed Acquisition; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

RESOLUTION 5 – PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO LUMINOR PACIFIC FUND 1 LTD. ARISING FROM THE PROPOSED ACQUISITION

That, subject to and contingent upon the passing of all other Resolutions set out herein:

- (a) approval be and is hereby given for the issue of the Consideration Shares pursuant to the terms and conditions of the Proposed Acquisition that will result in the transfer of controlling interest in the Company to Luminor 1 under Rule 803 of the Catalyst Rules arising from the Proposed Acquisition; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

RESOLUTION 6 – PROPOSED DIVERSIFICATION

That, subject to and contingent upon the passing of all other Resolutions set out herein:-

- (a) approval be and is hereby given for the diversification of the Group's business into exploration, mining, quarry extraction, processing and sale of granite products and dimension stone granite as well as architectural stone and interior fit-out; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

RESOLUTION 7 – PROPOSED ISSUE OF EXCHANGEABLE BONDS DUE 2019 IN AN AGGREGATE PRINCIPAL AMOUNT OF S\$2.0 MILLION EXCHANGEABLE INTO FULLY PAID-UP NEW ORDINARY SHARES OF THE COMPANY TO LUMINOR PACIFIC FUND 2 LTD. (“PROPOSED EXCHANGEABLE BONDS ISSUE”)

That, subject to and contingent upon the passing of all other Resolutions set out herein:

- (a) approval be and is hereby given to the Directors or any of them to instruct the EB Subsidiary to create and issue exchangeable bonds due 2019 in an aggregate principal amount of S\$2.0 million (“Bonds”) to Luminor Pacific Fund 2 Ltd. (“Luminor 2”) in accordance with the terms and conditions of the Bonds (“EB Terms and Conditions”), such Bonds to be exchangeable into new ordinary shares of the Company (“Exchange Shares”) at an exchange price determined in accordance with the EB Terms and Conditions, and subject to such adjustments as the EB Terms and Conditions shall stipulate (“Exchange Price”); and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

RESOLUTION 8 – PROPOSED ISSUE OF EXCHANGE SHARES PURSUANT TO THE PROPOSED EXCHANGEABLE BONDS ISSUE

That, subject to and contingent upon the passing of all other Resolutions set out herein, and pursuant to Rule 811(3) of the Catalyst Rules:

- (a) approval be and is hereby given to the Directors or any of them to allot and issue:
 - (i) such number of Exchange Shares pursuant to the Proposed Exchangeable Bonds Issue, at the Exchange Price as may be required or permitted to be allotted or issued on the exchange of the Bonds, to Luminor 2 on the date of exchange thereof, subject to and otherwise in accordance with the EB Terms and Conditions, whereby such Exchange Shares when issued shall rank *pari passu* in all respects with the then existing shares of the Company save as may be provided in the EB Terms and Conditions;
 - (ii) on the same basis as paragraph (a)(i) above, such further Exchange Shares as may be required to be allotted and issued on the exchange of the Bonds upon the adjustment of the Exchange Price in accordance with the EB Terms and Conditions; and
 - (iii) such number of Exchange Shares referred to in paragraphs (a)(i) and (a)(ii) above to Luminor 2; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

RESOLUTION 9 – PROPOSED IPT MANDATE

That, subject to and contingent upon the passing of all other Resolutions set out herein, and pursuant to Chapter 9 of the Catalyst Rules:

- (a) approval be and is hereby given for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9 of the Catalyst Rules, or any of them, to enter into the IPTs with the Interested Persons, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders; and (ii) in accordance with the review procedures for such IPTs (“Proposed IPT Mandate”);
- (b) the Proposed IPT 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; and
- (c) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

BY ORDER OF THE BOARD

Dr Wilson Tay
Non-Executive Chairman and Lead Independent Director
30 June 2017

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the extraordinary general meeting (the “Meeting”). Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50 of Singapore).

2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 at least 48 hours before the time for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, UOB Kay Hian Private Limited. (“Sponsor”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The Sponsor has not independently verified the contents of this Notice. The contact persons for the Sponsor are Mr Alvin Soh, Head of Catalyst Operations, Senior Vice President and Mr Josh Tan, Vice President, who can be contacted at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.

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.