

# ISR

## ISR CAPITAL LIMITED

(Company Registration No.: 200104762G)

(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of **ISR CAPITAL LIMITED** will be held at 20 Martin Road, #10-01 Seng Kee Building, Singapore 239070 on Thursday, 12 June 2014 at 12.30 p.m. (or as soon thereafter as the Company's Annual General Meeting to be held at 11.30 a.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### **AS ORDINARY RESOLUTIONS**

#### **RESOLUTION 1: PROPOSED ADOPTION OF THE ISR PERFORMANCE SHARE PLAN**

THAT:

- (a) a new scheme to be known as the "ISR Performance Share Plan" (the "**ISR Performance Share Plan**"), the details and rules whereof are set out in the Circular, under which awards (the "**Awards**") of fully-paid Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and its subsidiaries (the "**Group**"), including Directors of the Company, Controlling Shareholders of the Company (the "**Controlling Shareholders**") and their associates who are eligible to participate, and other selected participants, particulars of which are set out in the Company's Circular to its shareholders dated 28 May 2014, be and is hereby approved and adopted;
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the ISR Performance Share Plan;
  - (ii) to modify and/or amend the ISR Performance Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the ISR Performance Share Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ISR Performance Share Plan; and
  - (iii) subject to the same being allowed by law, to apply any Shares purchased under any share purchase mandate or Shares held in treasury by the Company, towards the satisfaction of Awards granted under the ISR Performance Share Plan; and
- (c) the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the ISR Performance Share Plan and to allot and issue from time to time such number of fully-paid new Shares as may be required to be allotted and issued pursuant to the vesting of the Awards under the ISR Performance Share Plan provided always that the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the ISR Performance Share Plan, when added to (i) the number of Shares issued and issuable and/or transferred and transferable in respect of all Awards granted thereunder; and (ii) all Shares issued and issuable and/or transferred and transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed fifteen per cent (15%) of the total issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of Award, and provided also that subject to such adjustments as may be made to the ISR Performance Share Plan as a result of any variation in the capital structure of the Company.

BY ORDER OF THE BOARD

Vincent Lee Chung Ngee

Sin Chee Mei

Company Secretaries

28 May 2014

Singapore

#### **Notes:**

- (1) Terms and expressions not defined herein but which are defined in the Circular shall have the same meanings when used herein.
- (2) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting ("**EGM**") is entitled to appoint one or two proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 20 Martin Road, #10-01 Seng Kee Building, Singapore 239070 at least 48 hours before the time fixed for the EGM.
- (4) The instrument appointing a proxy or proxies must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited at least 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.