



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of Pollux Properties Ltd. (the "Company") will be held at Senator Room Level 1, The St. Regis Singapore, 29 Tanglin Road Singapore 247911 on Friday, 25 July 2014 at 2.00 p.m., for the purpose of transacting the following business:

**ORDINARY BUSINESS**

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|---|---------------------|
| 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 March 2014 and the Directors' Report and the Independent Auditor's Report thereon. | <b>Resolution 1</b> |
| 2. To approve Directors' fees of S\$125,835.00 for financial year ended 31 March 2014. (2013: S\$130,000.00)  | <b>Resolution 2</b> |
| 3. To re-elect Mr Timur Pradopo, a Director retiring pursuant to Article 108 of the Company's Articles of Association.<br><i>(See Explanatory Note)</i>                               | <b>Resolution 3</b> |
| 4. To re-elect Mr Bambang Widaryatmo, a Director retiring pursuant to Article 108 of the Company's Articles of Association.   | <b>Resolution 4</b> |
| 5. To re-elect Mr James Kho Chung Wah, a Director retiring pursuant to Article 108 of the Company's Articles of Association.<br><i>(See Explanatory Note)</i>                         | <b>Resolution 5</b> |
| 6. To re-elect Mr Low Chai Chong, a Director retiring by rotation pursuant to Article 104 of the Company's Articles of Association.<br><i>(See Explanatory Note)</i>                  | <b>Resolution 6</b> |
| 7. To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration.   | <b>Resolution 7</b> |

**SPECIAL BUSINESS**

- To consider and, if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:
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| 8. THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of Section B of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to: | <b>Resolution 8</b> |
|--|---------------------|
- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, notwithstanding that the authority granted by this Resolution may have ceased to be in force at the time of such issuance of shares.

**PROVIDED THAT**

- (1) the aggregate number of shares to be issued shall not exceed 100% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 50% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
- (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalyst of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. *(See Explanatory Note)*
9. To transact any other business.

**BY ORDER OF THE BOARD**

Nico Purnomo Po  
Chief Executive Officer  
Singapore  
9 July 2014

**Explanatory Notes:**

**Resolution 3**

Mr Timur Pradopo will, upon re-election as a Director of the Company, remain as Non-Executive Chairman of the Board.

**Resolution 5**

Mr James Kho Chung Wah will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Remuneration and Nominating Committee, and he will be considered independent for the purpose of Rule 704(7) of Section B of the Listing Manual of the SGX-ST.

**Resolution 6**

Mr Low Chai Chong will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration and Nominating Committee and a member of the Audit Committee, and he will be considered independent for the purpose of Rule 704(7) of Section B of the Listing Manual of the SGX-ST.

**Resolution 8**

Resolution no. 8, if passed, will empower the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in aggregate 100% of the total number of issued shares (excluding treasury shares), of which up to 50% may be issued other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution no. 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution no. 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

**Notes:**

- (1) A member of the company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies and vote in his stead. Such proxy need not be a member of the Company. Where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
- (2) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing.
- (3) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (4) The instrument appointing proxy or proxies must be deposited at the registered office of the Company at 391A Orchard Road #08-07 Ngee Ann City Tower A Singapore 238873 not later than 48 hours before the time set for the Annual General Meeting or any adjournment thereof.
- (5) This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., 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. 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. Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.