



**SMJ INTERNATIONAL HOLDINGS LTD.**

(Company Registration Number 201334844E)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of **SMJ INTERNATIONAL HOLDINGS LTD.** (the “Company”) will be held at 4 Shenton Way #17-01 SGX Centre 2, Singapore 068807 on Thursday, 26 April 2018 at 10:00 a.m., for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2017 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of additional Directors’ fees of \$6,666.70 for the financial year ended 31 December 2017. **(Resolution 2)**  
*(see explanatory note 1)*
3. To approve the payment of Directors’ fees of \$160,000 for the financial year ending 31 December 2018, to be paid half-yearly in arrears. (2017: \$116,666.70) **(Resolution 3)**
4. To re-elect Mr Chow Wen Kwan Marcus, a Director retiring pursuant to the Company’s Constitution. **(Resolution 4)**  
*(see explanatory note 2)*
5. To re-elect Mr Chong Soo Hoon Sean, a Director retiring pursuant to the Company’s Constitution. **(Resolution 5)**  
*(see explanatory note 3)*
6. To re-elect Ms Ho Pei Yuen Rena, a Director retiring pursuant to the Company’s Constitution. **(Resolution 6)**
7. To re-elect Mr Peng Fei, a Director retiring pursuant to the Company’s Constitution. **(Resolution 7)**
8. To re-elect Mr Peng Weile, a Director retiring pursuant to the Company’s Constitution. **(Resolution 8)**
9. To re-elect Mr Ng Tiang Hwa, a Director retiring pursuant to the Company’s Constitution. **(Resolution 9)**  
*(see explanatory note 4)*
10. To re-elect Ms Ho Wan Jing Nellie, a Director retiring pursuant to the Company’s Constitution. **(Resolution 10)**
11. To re-appoint Nexia TS Public Accounting Corporation as auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 11)**

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

12. That pursuant to Section 161 of the Companies Act, Chapter 50 (the “Companies Act”) and Rule 806 of Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”), the Directors be authorised and empowered to:  
**(Resolution 12)**
    - (a) (i) allot and issue shares in the capital of the Company (“Shares”) 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) options, 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) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,  
provided that:
    - (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);
    - (2) (subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
      - (a) new Shares arising from the conversion or exercise of any convertible securities;
      - (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
      - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
    - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being; and
    - (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.  
*(see explanatory note 5)*
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13. To transact any other business that may not be properly transacted at an AGM.

**BY ORDER OF THE BOARD**

Peng Fei  
Executive Director and CEO  
4 April 2018  
Singapore

**Explanatory Notes:**

1. The shareholders of the Company had approved the payment of Directors’ fees of \$110,000 for the financial year ended 31 December 2017 at the annual general meeting of the Company held on 10 April 2017. The additional Directors’ fees of S\$6,666.70 are payable to Mr Peng Fei for the increment when he was still a non-executive Director from 1 September 2017 to 31 December 2017 on a pro rata basis.
2. Mr Chow Wen Kwan Marcus will, upon re-election as a Director, remain as the Chairman of the Board of Directors Committee and the Nominating Committee and a member of the Remuneration Committee and Audit Committee of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
3. Mr Chong Soo Hoon Sean will, upon re-election as a Director, remain as the Chairman of Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
4. Mr Ng Tang Hwa will, upon re-election as a Director, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
5. The Ordinary Resolution proposed in item 12 above, if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 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 of the Company.

**Notes:**

- (i) (a) A member of the Company entitled to attend and vote at the AGM and who is not a relevant intermediary may appoint not more than two proxies to attend and vote in his/her stead.  
(b) A member of the Company entitled to attend and vote at the AGM and who is a relevant intermediary may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by such member.  
“relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.
- (ii) A proxy need not be a member of the Company.
- (iii) If a proxy is to be appointed, the instrument appointing a proxy must be deposited at the registered office of the Company at 80 Raffles Place #11-20 UOB Plaza 2, Singapore 048624 not later than 48 hours before the time appointed for holding the AGM.
- (iv) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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.
- (v) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

**Personal Data Privacy:**

“Personal data” in this notice of AGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes your name and your proxy(s) and/or representative’s name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s and its proxy(ies)’s or representative’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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 express 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. Your personal data and your proxy and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share register 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.

**Sponsor’s Statement:**

This notice has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor, Hong Leong Finance Limited (the “Sponsor”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “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. The Sponsor 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 Mr Tang Yeng Yuen, Vice President, Head of Corporate Finance, Hong Leong Finance Limited, at 16 Raffles Quay, #02-05 Hong Leong Building, Singapore 048581, telephone +65 6415 9886.