



ROWSLEY LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 199908381D)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Rowsley Ltd. (the "Company") will be held at Holiday Inn Singapore Atrium, 317 Outram Road, Singapore 169075 on Monday, 16 November 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions.

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed to them in the Company's Circular to Shareholders dated 29 October 2015 in respect of the resolutions herein.

Shareholders should note that resolutions 1, 2 and 3 are inter-conditional upon each other. This means that:

- (a) **if resolution 1 is not passed, resolutions 2 and 3 would not be passed;**
- (b) **if resolution 2 is not passed, resolutions 1 and 3 would not be passed; and**
- (c) **if resolution 3 is not passed, resolutions 1 and 2 would not be passed.**

ORDINARY RESOLUTIONS:

(1) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF GG COLLECTIONS PRIVATE LIMITED

That contingent upon the passing of resolutions 2 and 3:

- (a) approval be and is hereby given for the GG Collections IPT in accordance with the terms and conditions of the GG Collections Sale and Purchase Agreement; and
- (b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the GG Collections IPT, the transactions contemplated by the GG Collections IPT and/or authorised by this resolution.

(2) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF ORCHID LEISURE LIMITED

That contingent upon the passing of resolutions 1 and 3:

- (a) approval be and is hereby given for the Orchid Leisure IPT in accordance with the terms and conditions of the Orchid Leisure Sale and Purchase Agreement; and
- (b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Orchid Leisure IPT, the transactions contemplated by the Orchid Leisure IPT and/or authorised by this resolution.

(3) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 75% OF THE ISSUED SHARE CAPITAL OF CAFÉ FOOTBALL LIMITED

That contingent upon the passing of resolutions 1 and 2:

- (a) approval be and is hereby given for the Café Football IPT in accordance with the terms and conditions of the Café Football Sale and Purchase Agreement; and
- (b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Café Football IPT, the transactions contemplated by the Café Football IPT and/or authorised by this resolution.

BY ORDER OF THE BOARD

KANNAN MALINI
Company Secretary
Singapore
29 October 2015

Notes:

- (1) A member entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- (2) A member that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Kim Seng Promenade, #14-01 Great World City East Tower, Singapore 237994 not less than 48 hours before the time set for the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 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, 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.