

# TRANSCU GROUP LIMITED

Incorporated in the Republic of Singapore

Registration No. 196800320E

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company will be held at YMCA @ one orchard, One Orchard Road, Singapore 238824 on 31 July 2014 at 2:30 p.m. (or immediately following the conclusion of the Annual General Meeting of the Company to be held at 2:00 p.m. on the same day and at the same place), for the purpose of considering and if thought fit, passing, with or without modifications, the following special resolution:

### SPECIAL RESOLUTION

#### **REDUCTION OF CAPITAL**

**THAT** pursuant to Article 10 of the Company's Articles of Association and subject to the provisions of Sections 78A and 78C of the Companies Act (Chapter 50) of the Republic of Singapore (the "Act"):

1. the issued and paid-up share capital of the Company be reduced from SGD734,381,914.75 divided into 10,716,141,748 ordinary shares (or such number of resultant shares after the Proposed Share Consolidation), to SGD2.00 divided into 10,716,141,748 ordinary shares (or such number of resultant ordinary shares after the Proposed Share Consolidation), and that such reduction be effected by cancelling SGD734,381,912.75 being paid up share capital which is lost or unrepresented by available assets pursuant to Section 78C(2) of the Act;
2. the amount of SGD734,381,912.75 (being the credit arising from the cancellation of the issued and paid up share capital) be applied in writing off the accumulated losses of the Company as at 30 June 2014 to the extent of SGD734,381,912.75; and
3. approval be and is hereby given to the Directors of the Company to do all such acts and things and take such steps and exercise such discretion in connection with all or any of the above matters, with full power to assent to any condition, modification, variation and/or amendment as may be required by the relevant authorities, as the Directors may in their absolute discretion deem fit, advisable, necessary or expedient to give effect to this Special Resolution.

BY ORDER OF THE BOARD

#### **TEO MENG KEONG**

Company Secretary  
Singapore, 9 July 2014

#### **Notes:**

1. The Proposed Share Consolidation used herein shall bear the same meanings of the ascribed to it in the Company's Circular dated 17 June 2014.
2. A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a Member of the Company.
3. The instrument appointing a proxy must be deposited at the Corporate office situated at 105 Cecil Street #22-26/27 The Octagon, Singapore 069534, not less than forty-eight hours (48) before the time for holding the Annual General Meeting. Completion and return of the proxy form by a member will not prevent him from attending and voting at the Extraordinary General Meeting if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.
4. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorized in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.