

RAFFLES UNITED HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197302030N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Raffles United Holdings Ltd (the "**Company**") will be held at 5 Changi South Street 3, Singapore 486117 on Thursday, 13 August 2015 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions set out below.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the Circular dated 16 July 2015 to the shareholders of the Company.

ORDINARY RESOLUTIONS:

RESOLUTION (1): THE PROPOSED ACQUISITION OF 51% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF RAFFLES CAPITAL ENTERPRISE PTE. LTD., WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER THE LISTING MANUAL (THE "ACQUISITION")

That:

- (a) approval be and is hereby given for the Acquisition of 51,000 ordinary shares, representing 51% of the issued and paid-up share capital, of Raffles Capital Enterprise Pte. Ltd. from the Vendors in accordance with the terms and conditions of the Sale and Purchase Agreement, which constitutes an interested person transaction under the Listing Manual; 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 Acquisition, this resolution and the transactions contemplated by the Acquisition and/or authorised by this resolution.

RESOLUTION (2): THE SHAREHOLDER'S LOAN BETWEEN RAFFLES CAPITAL ENTERPRISE PTE. LTD. AND MS TEO XIAN-HUI AMANDA MARIE, WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER THE LISTING MANUAL PURSUANT TO THE ACQUISITION (THE "SHAREHOLDER'S LOAN")

That:

- (c) approval be and is hereby given for the Shareholder's Loan granted by Ms Teo Xian-Hui Amanda Marie to RCE, which constitutes an interested person transaction pursuant to the Acquisition under the Listing Manual; and
- (d) 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 Shareholder's Loan, this resolution and the transactions contemplated by the Shareholder's Loan and/or authorised by this resolution.

By Order of the Board

TAN SAIK HOCK
Chairman

Raffles United Holdings Ltd
16 July 2015

Notes:

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) A member of the Company which 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 under the hand of 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 its attorney or a duly authorised officer.
- (4) The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 5 Changi South Street 3, Singapore 486117, 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.