



# SITRA HOLDINGS (INTERNATIONAL) LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197901237E)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms not defined herein shall bear the same meaning as ascribed to them in the circular dated 8 August 2014 of the Company to its Shareholders (including supplements and modifications thereto).

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Sitra Holdings (International) Limited (the "**Company**") will be held at 15 Hillview Terrace Singapore 669226 on 25 August 2014 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions:

### AS ORDINARY RESOLUTIONS

#### ORDINARY RESOLUTION 1: THE PROPOSED RIGHTS ISSUE

That:-

- (a) contingent upon the passing of Ordinary Resolution 2, the renounceable non-underwritten rights issue of up to 438,200,000 new Shares be and is hereby approved and the Directors be and is hereby authorised to provisionally allot and issue the Rights Shares at an issue price of S\$0.01 for each Rights Share, on the basis of seven (7) Rights Shares for every five (5) existing Shares held by Shareholders as at the Books Closure Date, fractional entitlements to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:-
  - (i) the provisional allotments of the Rights Shares under the Rights Issue shall be made on a renounceable non-underwritten basis to Shareholders whose names appear in the Register of Members of the Company or the records of the Central Depository (Pte) Limited ("**CDP**") as at the Books Closure Date with registered addresses in Singapore or who have, at least three (3) Market Days prior to the Books Closure Date, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents, on the basis of seven (7) Rights Shares for every five (5) existing Shares held by Shareholders as at the Books Closure Date;
  - (ii) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Books Closure Date or who have not, at least three (3) Market Days prior thereto, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (the "**Foreign Shareholders**");
  - (iii) the entitlements to the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the rights entitlements relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds thereof, if any (after deducting all expenses), proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company, as further set out in the Circular;
  - (iv) the entitlements to the Rights Shares not taken up or allotted for any reason (other than allotments to Foreign Shareholders referred to above) shall be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
  - (v) the Rights Shares will, when allotted and issued, rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions that may be declared or paid, the Record Date for which falls before the date of issue of the Rights Shares.
- (b) The Directors be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Rights Issue) and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary to give full effect to this Ordinary Resolution 1 and the Rights Issue.

#### ORDINARY RESOLUTION 2: THE PROPOSED WHITEWASH RESOLUTION

That subject to the conditions in the letter from the Securities Industry Council dated 27 June 2014 being fulfilled, the Shareholders hereby (on a poll taken) waive their rights to receive a mandatory general offer from Mr Chew Ah Ba George, Mdm Teresa Tan, Mr Chew Chiew Siang Steven and Ms Josca Woo Kong Hwa (the "**Concert Parties Shareholders**") for all the Shares not already owned by them in the event that the acquisition of new Shares by the Concert Parties Shareholders and parties acting in concert with them pursuant to the proposed renounceable non-underwritten rights issue by the Company results in them incurring a mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers.

#### ORDINARY RESOLUTION 3: POTENTIAL TRANSFER OF CONTROLLING INTEREST

That contingent upon the passing of Ordinary Resolution 1:-

- (a) approval be and is hereby given for the allotment and issuance by the Company of (i) 49,629,602 Rights Shares to Mdm Teresa Tan, (ii) 52,500,000 Rights Shares to Mr Chen Weiping, and (iii) 52,500,000 Rights Shares to Ms Josca Woo Kong Hwa, at the issue price of S\$0.01 for each Rights Share, on and subject to the terms of the Rights Issue and the Irrevocable Undertakings provided by each of them, to the extent that such issue of Rights Shares constitutes a transfer of a controlling interest in the Company to Mdm Teresa Tan, Mr Chen Weiping and Ms Josca Woo respectively pursuant to Rule 803 of the Catalist Rules; and
- (b) any of the Directors of the Company be and is hereby authorised and empowered to complete and to do all acts and things as he may consider necessary, desirable or expedient for the purposes of or in connection with, and to give effect to the matters referred to in paragraph (a) of this resolution as he shall think fit and in the interests of the Company.

#### ORDINARY RESOLUTION 4: PROPOSED IPT

That:-

- (a) approval be and is hereby given for the Proposed IPT; and
- (b) any Directors of the Company be and is hereby authorised and empowered to complete and to do all such acts and things as he may consider necessary, desirable or expedient for the purposes of or in connection with, and to give effect to the matters referred to in paragraph (a) of this resolution as he shall think fit and in the interests of the Company.

#### BY ORDER OF THE BOARD

##### SITRA HOLDINGS (INTERNATIONAL) LIMITED

Mr Chew Ah Ba George  
Executive Chairman & Chief Executive Officer  
8 August 2014  
IMPORTANT: Please read notes below.

#### Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and a proxy need not be a member of the Company.
2. 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.
3. The instrument appointing a proxy must be lodged at the Company's place of business at 15 Hillview Terrace Singapore 669226, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

#### Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

*This notice has been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's 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 details of the contact person for the Sponsor are:*

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