

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 31 January 2019 issued by Shinvest Holding Ltd. (the "Circular").*

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Shinvest Holding Ltd. (the "**Company**") will be held at Safra Jurong, 333 Boon Lay Way, Singapore 649848 on 1 March 2019 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolutions:

**AS ORDINARY RESOLUTION**

**ORDINARY RESOLUTION 1: THE PROPOSED DISPOSAL OF 16,900,000 ORDINARY SHARES HELD BY THE COMPANY IN ITS SUBSIDIARY, GD TECH (H.K.) PRIVATE CO. LIMITED, FOR A CONSIDERATION OF SINGAPORE DOLLARS SIX MILLION FIVE HUNDRED THOUSAND ONLY (S\$6,500,000)**

That:

- (a) approval be and is hereby given for the proposed disposal of 16,900,000 ordinary shares held by the Company in its Subsidiary, GD Tech (H.K.) Private Co. Limited, to the Purchaser for a consideration of S\$6,500,000.00 on the terms and subject to the conditions of the Sale and Purchase Agreement (the "**SPA**"). The consideration shall be paid by way of (i) a Down Payment of S\$1,000,000 payable within 5 Business Days from the Effective Date, (ii) S\$3,000,000 payable within 5 Business Days of Completion, and (iii) a Balance of S\$2,500,000 payable in two equal instalments within 4 months of Completion (the "**Proposed Disposal**").
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things as they and/or each of them may consider desirable, necessary or expedient for the purposes of or in connection with the Proposed Disposal and to give effect to this resolution (including any amendment to the SPA, execution of any other agreements or documents and procurement of third party consents as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company).

By Order of the Board

**TEO TECK LEONG**

Managing Director  
31 January 2019

**IMPORTANT: Please read the notes below.**

Notes:

- (a) A member entitled to attend and vote at the Extraordinary General Meeting ("**EGM**") is entitled to appoint a proxy or proxies (not more than two (2)) to attend and vote on his/her behalf. A proxy need not be a member of the Company. Where a shareholder appoints two (2) proxies, he must specify the proportion of his shareholdings percentage to be represented by each proxy.
- (b) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the EGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.
- (c) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not to be a member of the Company.  
  
"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- (d) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her 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 seal or under the hand of an officer or attorney duly authorised.
- (e) The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than seventy-two (72) hours before the time fixed for the EGM.
- (f) An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

**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 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, proxy 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.