



CHASWOOD RESOURCES HOLDINGS LTD

(Company Registration No.: 200401894D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Chaswood Resources Holdings Ltd will be held at 22 Cross Street, #03-54/61 China Square Central Singapore 048421 on Wednesday, 29 April 2015 at 10.30 am for the purpose of transacting the following businesses:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014 together with the Directors' Report and Independent Auditors' Report thereon. **RESOLUTION 1**
- To approve the payment of Directors' fees of S\$143,125/- (2014: S\$185,000/-) for the financial year ending 31 December 2015, payable quarterly in arrears. **RESOLUTION 2**
- To re-elect Mr Andrew Roach Reddy who is retiring in accordance with Article 89 of the Articles of Association of the Company. **RESOLUTION 3**
[See Explanatory Note 1]
- To re-elect Mr Christopher John McAuliffe who is retiring in accordance with Article 89 of the Articles of Association of the Company. **RESOLUTION 4**
[See Explanatory Note 2]
- To re-elect Mr Tee Guan Pian who is retiring in accordance with Article 88 of the Articles of Association of the Company. **RESOLUTION 5**
[See Explanatory Note 3]
- To note that RSM Chio Lim LLP has expressed that they will not seek re-appointment as auditor of the Company. **RESOLUTION 6**
[See Explanatory Note 4]
- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments.

8. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Singapore Exchange Securities Trading Limited Listing ("SGX-ST") Manual Section B: Rules of Catalyst (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- (A) (i) issue shares in the Company ("shares") whether by way of bonus issue, rights issue or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

(a) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (b) below):

(b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares shall be based on the total number of issued shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- new shares arising from the conversion or exercise of any convertible securities;
- new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
- any subsequent consolidation or subdivision of shares;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and

(d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note 5]

RESOLUTION 6

BY ORDER OF THE BOARD

Andrew Roach Reddy
Managing Director
14 April 2015
Singapore

Explanatory Notes:

Ordinary Business

- Mr Andrew Roach Reddy will upon re-election as a Director, remain as the Executive Director and Managing Director of the Company. Detailed information of Mr Andrew Roach Reddy can be found under the section entitled "Board of Directors" of the Annual Report.
- Mr Christopher John McAuliffe if elected, shall remain as an Independent Non-Executive Director, Chairman of the Nominating Committee and member of the Audit and Remuneration Committees. Mr Christopher John McAuliffe is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rule. Detailed information of Mr Christopher John McAuliffe can be found under the section entitled "Board of Directors" of the Annual Report.
- Mr Tee Guan Pian if elected, shall remain as an Independent Non-Executive Director, Chairman of the Audit and Remuneration Committees and member of the Nominating Committee. Mr Tee Guan Pian is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rule. Detailed information of Mr Tee Guan Pian can be found under the section entitled "Board of Directors" of the Annual Report.
- RSM Chio Lim LLP has expressed that they would not be seeking re-appointment as auditor at this Annual General Meeting. Efforts are being made by the Company to appoint a new auditor as soon as practicable. Further announcement would be released in due course once the new appointment has been confirmed.

Special Business

- The Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding in total, 100% of the total number of issued shares in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to the shareholders.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- A corporation which is a member of the Company may authorize by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 not less than forty-eight (48) hours before the time for holding the Annual 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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 contact person for the Sponsor is Mr Eric Wong (Director, Investment Banking), CIMB Bank Berhad, Singapore Branch, 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, telephone: (65) 6337 5115.