



WORLD CLASS GLOBAL

**WORLD CLASS GLOBAL LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201329185H)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) of World Class Global Limited (the “**Company**”) will be held at 55 Ubi Avenue 1, #06-05 Ubi 55, Singapore 408935 on 25 April 2019 at 4:00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company held on the same day and at the same place at 3:00 p.m.) for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

**ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE WCG SHARE OPTION SCHEME**

That:

- (i) the proposed adoption of the WCG Share Option Scheme, the rules of which have been set out in Appendix A to the Circular, be and are hereby adopted and approved by the Company;
- (ii) the Directors and/or any of them be and are hereby authorised to offer and grant Options in accordance with the rules of the WCG Share Option Scheme and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of Options under the WCG Share Option Scheme, provided always that the aggregate number of Shares over which Options may be granted on any date under the WCG Share Option Scheme shall not exceed 15% of the total issued Shares excluding treasury shares and subsidiary holdings in the Company from time to time; and
- (iii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

**ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE WCG SHARE OPTION SCHEME**

That contingent upon the passing of Ordinary Resolution 1:

- (i) the maximum discount which may be given in respect of any Option of 20% of the Market Price under the WCG Share Option Scheme be and is hereby approved, provided always that such discount does not exceed the percentage or amount prescribed or permitted by the SGX-ST from time to time;
- (ii) the Directors and/or any of them be and are hereby authorised to offer and grant Options at a discount up to 20% of the Market Price in accordance with the rules of the WCG Share Option Scheme and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of Options under the WCG Share Option Scheme provided always that the aggregate number of Shares over which Options may be granted on any date under the WCG Share Option Scheme shall not exceed 15% of the total issued Shares excluding treasury shares and subsidiary holdings in the Company from time to time; and
- (iii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

**ORDINARY RESOLUTION 3: THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**

That:

- (i) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire issued ordinary shares fully paid in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
  - (a) on market purchases on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Market Purchase**”); and/or
  - (b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act (“**Off-Market Purchase**”),and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);
- (ii) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
  - (a) the date on which the next annual general meeting of the Company is held;
  - (b) the date by which the next annual general meeting of the Company is required by law to be held;
  - (c) the date when such mandate is revoked or varied by the Shareholders of the Company in general meeting; or
  - (d) the date on which the share buyback is carried out to the full extent mandated, whichever is earliest;
- (iii) in this Ordinary Resolution: “**Maximum Percentage**” means that number of issued Shares representing 3% of the total number of issued Shares as at the date of the passing of this Ordinary Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and
  - (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
  - (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 105% of the Average Closing Price of the Shares, (the “**Maximum Price**”) in each case, excluding related expenses of the purchase or acquisition. For the above purposes: “**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded, before the day on which Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) day period; and “**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- (iv) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution.

**BY ORDER OF THE BOARD**

**Yip Chee Kwang**

**Lim Swee Ann**

Company Secretaries  
3 April 2019, Singapore

**Notes:**

1. Save for the Depository (as defined in Section 81SF of the Securities and Futures Act, Cap. 289 of Singapore) which may appoint more than two (2) proxies, a member of the Company entitled to attend and vote at the EGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote on his/her/their behalf. Where such member's Proxy Form (including the Depository's Proxy Form) appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the number and class of shares in relation to which each proxy has been appointed in the Proxy Form.
2. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the registered office of the Company at 8 Robinson Road #03-00 ASO Building Singapore 048544 not less than 72 hours before the time fixed for holding the EGM of the Company.
4. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his/her attorney duly authorised. Where the Proxy Form 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.
5. Where this Proxy Form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
6. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.
7. Terms not specifically defined herein shall have the meaning ascribed to them in the Company's circular to shareholders dated 3 April 2019.
8. This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor (“**Sponsor**”), ZICO Capital Pte. Ltd., for compliance with the Catalyst Rules. The 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 contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

**Personal Data Privacy:**

By attending the EGM of the Company and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend and vote at the EGM of the Company and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, Catalyst Rules, regulations and/or guidelines (collectively, the “**Purposes**”), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.