



SHC CAPITAL ASIA LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201201631D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of SHC Capital Asia Limited (the "**Company**") will be held at Orchard Hotel Singapore, Nutmeg Room, Level 2, 442 Orchard Road, Singapore 238879 on 7 December 2016 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution:

(All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to shareholders of the Company dated 14 November 2016)

SPECIAL RESOLUTION

THE PROPOSED CAPITAL REDUCTION

That, pursuant to Article 50 of the Constitution of the Company and subject to the provisions of Section 78A, read together with Section 78C to 78F of the Companies Act (Cap. 50) of Singapore (the "**Companies Act**"):-

- (a) the issued and paid-up share capital of the Company of S\$40,143,640.40 be reduced ("**Proposed Capital Reduction**") by the Aggregate Cash Distribution Amount (as defined below), to approximately S\$11,075,295.40, for purposes of effecting a cash distribution ("**Proposed Cash Distribution**") to shareholders of the Company ("**Shareholders**") of S\$0.095 in cash for each ordinary share in the capital of the Company ("**Share**") held by a Shareholder as at a books closure date to be determined by the Board ("**Books Closure Date**"), fractional entitlements of Shares to be disregarded, amounting to an aggregate distribution of approximately S\$29,068,345 ("**Aggregate Cash Distribution Amount**"); and
- (b) the Directors and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Capital Reduction and/or the Proposed Cash Distribution with such modification thereto (if any) as they shall deem fit in the interests of the Company.

By Order of the Board

Chan Lai Yin
Company Secretary
Singapore, 14 November 2016

Notes:

1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)

"Relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a member of the Company.
 3. An instrument appoint a proxy must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00 Singapore 068898 not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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.