



ACCRELIST LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198600445D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 2 August 2018 issued by Accrelist Ltd. ("Circular").

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Accrelist Ltd. ("**Company**") will be held at 10 Ubi Crescent, #02-07 Ubi Techpark, Lobby A, Singapore 408564 Singapore on 17 August 2018 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 RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE AESTHETIC MEDICAL SERVICES

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of their core businesses to include the provision of aesthetic medical services ("**Proposed New Business**"); and
- (b) subject to compliance with the Catalyst Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or indirectly through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, investments and shares/ interests in any entity that is in the Proposed New Business for the purpose of or in connection with the Proposed New Business on such terms and conditions as the Directors of the Company deem fit, and such Directors of the Company be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal, and
- (c) that the Directors and each of them be and are hereby authorised to do all acts and things as they or he or she deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) above of this resolution as they or he may in their or his or her absolute discretion deem fit in the interest of the Group.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION OF THE TARGET COMPANIES FROM THE VENDORS FOR AN AGGREGATE CONSIDERATION OF SINGAPORE DOLLARS FOUR MILLION (S\$4,000,000.00)

That:

- (a) approval be and is hereby given for the proposed acquisition of (1) Refresh Laser Clinic Lot1 Pte Ltd, (2) Refresh Laser Clinic SPC Pte Ltd, (3) Refresh Laser Clinic Tpy Pte Ltd and (4) Refresh Laser Clinic Bedok Pte Ltd (collectively, the "**Target Companies**"), each a "**Target Company**") from the relevant Vendor, for an aggregate consideration of S\$4,000,000.00 on the terms and subject to the conditions of the two Sale and Purchase Agreements ("**the Agreements**"). The consideration shall be paid by the Company by way of cash amounting to S\$2,000,000 ("**Consideration Cash**") and an allotment of 250,000,000 ordinary shares in the share capital of the Company at an issue price of \$0.008, being a premium of 33.3% to the closing share price quoted by the SGX-ST for the trading day immediately preceding the date of the Agreements amounting to S\$2,000,000 ("**Consideration Shares**").
- (b) the Consideration Cash shall be paid, and the Consideration Shares are allotted and issued to, the Vendors by the Company on the Completion Date in the proportions set out in the tables in Part 1 of Schedule 1 of the Agreements.

ORDINARY RESOLUTION 3: THE PROPOSED ALLOTMENT AND ISSUANCE OF THE CONSIDERATION SHARES, AMOUNTING TO AN AGGREGATE OF S\$2,000,000 TO THE VENDORS, AS PART SATISFACTION OF THE CONSIDERATION

That:

- (a) approval be and is hereby given for the allotment of the 250,000,000 Consideration Shares to the Vendors and for the Consideration Shares to be admitted to Catalyst and be listed for quotation on the SGX-ST, by way of specific Shareholders' approval.

Shareholders should note that Ordinary Resolutions 2 and 3 are inter-conditional upon each other. This means that:

- (a) if Ordinary Resolution 2 is not passed, Ordinary Resolution 3 would not be passed; or
- (b) if Ordinary Resolution 3 is not passed, Ordinary Resolution 2 would not be passed.

By Order of the Board

Tea Yeok Kian, Terence

Executive Chairman and Managing Director

2 August 2018

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 appoint 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 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, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not less than forty-eight (48) 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 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, proxy 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.