

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in the resolutions below and defined in the Circular dated 15 August 2017 to the shareholders of the Company (the "Circular") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of the Company will be held at 2 Bukit Merah Central (formerly known as Spring Singapore), Podium Block, Level 3, Room P303, Singapore 159835 on 30 August 2017 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION OF 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE TARGET COMPANY WHICH CONSTITUTES A DISCLOSABLE TRANSACTION UNDER THE LISTING MANUAL

Subject to and contingent upon the passing of Resolution 2, resolved that:

- (1) the Company's proposed acquisition of the Share Capital of the Target Company upon the terms and conditions of the Agreement be and is hereby approved (the "Proposed Acquisition"); and
- (2) the Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Acquisition as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

2. ORDINARY RESOLUTION 2 – THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE THE TRAVEL BUSINESS

Resolved that:

- (1) the Company's proposed diversification of its Existing Business into the Travel Business (the "Proposed Diversification into the Travel Businesses") be and is hereby approved; and
- (2) the Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Diversification into Travel Business as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

3. ORDINARY RESOLUTION 3 – THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE THE FINTECH BUSINESS

Resolved that:

- (1) the Company's proposed diversification of its Existing Business into the Fintech Business (the "Proposed Diversification into the Fintech Business") be and is hereby approved; and
- (2) the Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Diversification into the Fintech Business as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

4. ORDINARY RESOLUTION 4 – THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE THE FUND MANAGEMENT BUSINESS

Resolved that:

- (1) the Company's proposed diversification of its Existing Business into the Fund Management Business (the "Proposed Diversification into the Fund Management Business") be and is hereby approved; and
- (2) the Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the Proposed Diversification into the Fund Management Business 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

Saito Hiroyuki
Chief Executive Officer / Executive Director
15 August 2017

Notes:

- (1) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act) entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
- (2) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) 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 such Member. Where such Member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- (3) A proxy need not be a Member of the Company.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument of proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (5) The instrument appointing a proxy must be deposited at the registered office of the Company's at 80 Raffles Place #41-02 UOB Plaza 1, Singapore 048624, not less than forty-eight (48) hours before the time appointed for holding the EGM.
- (6) A depositor shall not be regarded as a member of a Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register (as defined in Section 81SF of the Securities and Futures Act 72 hours before the time fixed for the EGM).

Personal Data Privacy:

By submitting an instrument 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:

- (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, administration and analysis of proxies and representatives appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, the Listing Manual, regulations and/or guidelines (collectively, the "Purposes");
- (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) 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.

This notice has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (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 and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this notice

The details of the contact person for the Sponsor is: -

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