

CHEW'S GROUP LIMITED

(Company Registration Number: 201020806C)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Chew's Group Limited ("**Company**") will be held at 9 Kent Ridge Drive, Singapore 119241, Kent Ridge Guild House, Cluny Room, Level 2, on 31 January 2019 at 11.00 a.m. (or soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without amendment, the special and ordinary resolutions as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 9 January 2019.

Shareholders should note that Ordinary Resolution 2 is conditional upon the approval of Ordinary Resolution 1. If Ordinary Resolution 1 is not passed, then Ordinary Resolution 2 will not be passed. For the avoidance of doubt, Special Resolution 1 and Ordinary Resolution 1 are not conditional upon the passing of any other resolutions.

SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME OF THE COMPANY TO ONEAPEX LIMITED

That:

- (a) the name of the Company be changed from "**Chew's Group Limited**" to "**OneApex Limited**" and that the name "**OneApex Limited**" be substituted for "**Chew's Group Limited**" whenever the latter name appears in the Constitution of the Company; and
- (b) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, 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 Change of Name and/or this resolution.

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF BUSINESS OF THE GROUP TO INCLUDE THE PROPERTY BUSINESS AND THE FINANCIAL INVESTMENTS SERVICES BUSINESS

That:

- (a) approval be and is hereby given for the proposed diversification of the Company's core business to include the Property Business and Financial Investments Services Business that involves activities described in Section 3 of the Company's circular to the Shareholders dated 9 January 2019 (the "**Proposed Diversification**"), and any other activities related to the Proposed Diversification;
- (b) subject to compliance with the Catalyst Rules of the SGX-ST requiring approval from shareholders in certain circumstances, the Company (directly and/or 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, businesses, investments and shares/interests in any entity that is in the Property Business on such terms and conditions as the Directors deem fit, and such Directors 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) the Directors or any of them be and are hereby authorised to complete and do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE IPT GENERAL MANDATE

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalyst Rules of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested party transactions described in Section 4.2.2 of the Company's Circular to Shareholders dated 9 January 2019, with any party who is of the class of interested persons described in Section 4.2.1 of the Circular, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interest of the Company and its minority shareholders, and in accordance with the review produces for such interested person transactions as set out in Section 4.2.4 of the Circular (the "**IPT General Mandate**");
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (c) the Audit Committee of the Company be and are hereby authorised to take such action as they deem proper in respect of procedures and to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalyst Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company, 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 may consider expedient or necessary or in the interests of the Company to give effect to the IPT General Mandate and/or the transactions contemplated by this resolution.

BY ORDER OF THE BOARD

Zachary Tan Lian Chye

Non-Executive Non-Independent Chairman
9 January 2019

Notes:

1. A member of the Company (other than a Relevant Intermediary) (as defined in Note 2 below) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company and where there are two (2) proxies, the number of shares to be represented by each proxy must be stated.
2. A member who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote in his/her stead, 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 to be represented by each proxy must be stated.

"**Relevant Intermediary**" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 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;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. A proxy need not be a member of the Company.
 4. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
 5. The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the Company's registered office at 80 Raffles Place #32-01 UOB Plaza 1 Singapore 048624, not less than seventy-two (72) hours before the time appointed for holding the EGM.

Personal Data Privacy

By attending the EGM and/or any adjournment thereof or 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 (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 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) 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.