SINGAPORE EDEVELOPMENT LIMITED

(Company registration no. 200916763W)
(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of Singapore eDevelopment Limited (the "**Company**") will be held at Pan Pacific Singapore, Ocean 6, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 22 March 2017 at 10.30 a.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 CONVERSION

That:

(1) approval be and is hereby given for proposed conversion of the HBD Loan;

(2) approval be and is hereby given for the allotment and issuance of 372,855,000 Conversion Shares at the Conversion Price of S$0.040 for each Conversion Share and 1,864,275,000 free detachable 2017 Warrants, each carrying the right to subscribe for one (1) Exercised Share at an Exercise Price of S$0.048 for each Exercised Share, on the basis of five (5) 2017 Warrants for every one (1) Conversion Share to Hengfai Business Development Pte. Ltd., an associate of Mr Chan Heng Fai, a Director and Controlling Shareholder of the Company in accordance with the terms and conditions of the Loan Conversion Agreement;

(3) authority be and is hereby given to the Directors or any one of them to:

(a) create and issue:

(i) 1,864,275,000 2017 Warrants in registered form, each 2017 Warrant to entitle the holder thereof to subscribe for one (1) Exercised Share at an Exercise Price of S$0.048 for each Exercised Share at any time during the Exercise Period subject to, and in accordance with the terms and conditions of the 2017 Warrants to be set out in the Deed Poll; and

(ii) such additional 2017 Warrants in registered form as may be required or permitted to be issued by the Company subject to, and in accordance with the terms and conditions of the 2017 Warrants to be set out in Deed Poll (any such additional 2017 Warrants to rank *pari passu* with the then existing 2017 Warrants and for all purposes to form part of the same series of 2017 Warrants, save as may otherwise be provided in the terms and conditions of the 2017 Warrants to be set out in the Deed Poll);

(b) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:

(i) 372,855,000 Conversion Shares at the Conversion Price of S$0.040 for each Conversion Share, credited as fully paid-up. Such Conversion Shares when issued shall rank *pari passu* in all respect with the then existing Shares save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of the issue of the Conversion Shares;

(ii) 1,864,275,000 Exercised Shares on the exercise of the 2017 Warrants at the Exercise Price of S$0.048 for each Exercised Share, credited as fully paid-up, subject to, and in accordance with the terms and conditions of the 2017 Warrants to be set out in the Deed Poll. Such Exercised Shares when issued shall rank *pari passu* in all respects with the then existing Shares (save as may otherwise be provided in the terms and conditions of the 2017 Warrants to be set out in the Deed Poll) save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of the issue of the Exercised Shares; and

(iii) on the same basis as paragraph (b)(ii) above, such further Exercised Shares as may be required to be allotted and issued on the exercise of any of the additional 2017 Warrants referred to in paragraph (a)(ii) above; and

(4) authority be and is hereby given to the Directors or any one of them to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to these ordinary resolutions as they or he may think fit.

By Order of the Board

Chan Heng Fai
Executive Director and Chief Executive Officer
Singapore eDevelopment Limited
Singapore
7 March 2017

Notes:

(1) Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Cap. 50 (the "**Companies Act**"), a member is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting ("**EGM**"). Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.

(2) Pursuant to Section 181(1C) of the Companies Act, 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 such member. Where such member 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 proxy form.

(3) If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.

(4) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Winstedt Road, Block A #02-02 Singapore 227977 no later than 72 hours prior to the time of the EGM.

(5) Terms not specifically defined herein shall have the same meanings ascribed to them in the Company's Circular to Shareholders dated 7 March 2017.

Personal data privacy:

By submitting a proxy form 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) 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 EGM laws, listing rules, 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), 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.