

THE PLACE
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THE PLACE HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200107762R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of The Place Holdings Limited (the “**Company**”) will be held at 2.00 p.m. on 12 October 2018 at Meeting Room 320, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 for the purpose of considering and, if thought fit, passing with or without modifications the following Resolutions, which will be proposed as Ordinary Resolutions:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company's Circular dated 21 September 2018 to the shareholders in respect of the resolutions herein.

ORDINARY RESOLUTION (1) – THE PROPOSED SUBSCRIPTION

THAT the Proposed Subscription be and is hereby approved and that approval be and is hereby given to the Directors to:

- (1) enter into, take such steps, make such amendments to the terms and conditions of the Subscription Agreement and exercise such discretion as the Directors may from time to time deem fit, advisable, desirable, expedient or necessary in connection with the Proposed Subscription; and
- (2) complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

ORDINARY RESOLUTION (2) – THE PROPOSED DIVERSIFICATION

THAT:-

- (1) The Proposed Diversification be and is hereby approved and that approval be and is hereby granted for the Company to diversify the Existing Business of the Group into the tourism business. Such activities may include one or more of the following:
 - (a) developing and operating an integrated tourism business including but not limited to the development of tourist townships near renowned tourist destinations, the development of commercial malls, hotels, entertainment and recreation facilities, resorts, corporate clubhouses and wellness resorts for the elderly; and
 - (b) establishing, acquiring and/or otherwise investing in companies in the “new retail” business (i.e. those which manage and/or provide retail services by incorporating new advances in technology including but not limited to big data, payment, logistics, virtual reality) within the tourism industry which has synergies with the Company's integrated tourism business;
- (2) Subject to compliance with the Listing Manual 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 Proposed New Business for the purpose of or in connection with the Proposed Diversification 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 or to effect the Proposed Diversification and undertaking of the Proposed New Business; and
- (3) The Directors and each 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 Group.

ORDINARY RESOLUTION (3) – THE PROPOSED PERFORMANCE SHARE SCHEME

THAT:

- (a) a new performance share scheme to be known as the “Performance Share Scheme”, the rules of which, for the purposes of identification, have been subscribed to by the Chairman of this Meeting, under which Awards of fully paid-up Award Shares will be granted, free of payment, to selected employees of the Company and its subsidiaries, including Directors of the Company, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised to establish and administer the Performance Share Scheme; and
- (c) the Directors of the Company be and are hereby authorised to allot and/or issue from time to time such number of fully paid-up Award Shares as may be required to be allotted and/or issued pursuant to the vesting of Awards under the Performance Share Scheme, provided that the aggregate number of Award Shares to be allotted and/or issued pursuant to the Performance Share Scheme and any other share based schemes of the Company shall not exceed 15% of the total issued shares of the Company from time to time.

ORDINARY RESOLUTION (4) – THE PROPOSED PARTICIPATION BY MR. SUN, A NON-EXECUTIVE DIRECTOR AND AN ASSOCIATE OF ORIENTAL STRAITS FUND III, IN THE PERFORMANCE SHARE SCHEME

THAT subject to and contingent upon Resolution (3) being passed, approval be and is hereby given for the participation by Mr. Sun in the Performance Share Scheme.

By Order of the Board

For and behalf of the Board of Directors of

THE PLACE HOLDINGS LIMITED

Ji Zenghe
Executive Chairman

21 September 2018

Notes:-

- (1) A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class shares shall be specified).
- (3) The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time of the Extraordinary General Meeting.
- (4) The instrument appointing a proxy or proxies must be signed by the appointor or of his 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 any officer or attorney duly authorised.

* A Relevant Intermediary is:

- (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 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, take-over 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 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 or service providers) 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.