

ATTILAN GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199906459N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

The terms and expressions not defined herein have the same meanings as ascribed to them in the Company's circular dated 21 December 2016 (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **ATTILAN GROUP LIMITED** (the "Company") will be held at Hi-5 House of Learning, 10 Hoe Chiang Road, Keppel Towers #01-01/03, Singapore 089315 on 5 January 2017 at 3.30 p.m. for the purpose of considering, and if thought fit, passing, with or without modifications:

AS AN ORDINARY RESOLUTION

RESOLUTION NO. 1: THE PROPOSED ISSUE OF THE NOTES

THAT approval be and is hereby given to the directors of the Company (the "Directors") or any of them:

- (a) to create and issue 1% unsecured equity linked redeemable structured convertible notes due 2018 (collectively, the "Notes" and each, a "Note") with an aggregate principal amount of up to S\$50,000,000 in 8 tranches to the Subscriber, subject to the Subscription Agreement and the Conditions, such Notes to be convertible to Conversion Shares at the Conversion Price to be determined in accordance with the Conditions;
- (b) to take such steps, make such amendments to the terms and conditions of the Notes (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (c) 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 this Ordinary Resolution as they or he may think fit.

RESOLUTION NO. 2: THE CONVERSION OF NOTES INTO AND THE ALLOTMENT AND ISSUE OF CONVERSION SHARES

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

- (a) approval be and is hereby given to the Company to convert any of the Notes into Conversion Shares pursuant to the Subscription Agreement and the Conditions;
- (b) approval be and is hereby given to the Directors or any of them to issue to the Subscriber, in accordance with Subscription Agreement and/or the Conditions:
 - (i) such number of Conversion Shares as may be required or permitted to be allotted and issued on the conversion of the Notes, to the Subscriber at the time of conversion, subject to and otherwise in accordance with the Conditions, whereby such Conversion Shares when allotted and issued shall rank *pari passu* in all respects with the then existing shares of the Company, save as may be provided in the Conditions;
 - (ii) on the same basis as paragraph (b)(i) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Notes upon the adjustment of the Closing Price in accordance with the Conditions; and
 - (iii) such number of Conversion Shares referred to in paragraphs (b)(i) and (b)(ii) above to the Subscriber at the time of conversion; and
- (c) the Directors or any of them be authorised 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 this Ordinary Resolution as they or he may think fit.

BY ORDER OF THE BOARD

Thum Sook Fun
Company Secretary
Singapore, 21 December 2016

Notes:

- (a) A member of the Company entitled to attend and vote at an EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead.
- (b) Where a member of the Company appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy. A proxy need not be a member of the Company.
- (c) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two proxies, the number and class of shares to be represented by each proxy must be stated.
- (d) The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
- (e) The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's Registered Office at 22 Cross Street, #03-54/61 South Bridge Court, China Square Central, Singapore 048421 not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting.
- (f) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

Personal Data Privacy:

"Personal data" in this Notice of the EGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your and your proxy's and/or representative's name, address and NRIC/Passport number. 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 (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative'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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.