

EPICENTRE HOLDINGS LIMITED

(Company Registration No. 200202930G)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as used in the appendix dated 16 October 2017 issued by Epicentre Holdings Limited.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Epicentre Holdings Limited (the "Company") will be held at 39 Ubi Road 1 #08-01 World Publications Building Singapore 408695 on 31 October 2017 at 9.00 a.m. for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statements and the Audited Financial Statements of the Company for the financial year ended 30 June 2017 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following directors of the Company ("**Directors**") retiring pursuant to Regulation 93 of the Constitution of the Company:
 - Mr Lim Tiong Hian **(Resolution 2)**
 - Mr Azman Hisham Bin Ja'afar **(Resolution 3)**
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$154,649 for the financial year ended 30 June 2017 (2016: S\$215,000). **(Resolution 4)**
- To appoint Crowe Horwath First Trust LLP as auditors of the Company in place of retiring auditors of the Company, Messrs BDO LLP, to hold office until the conclusion of the next Annual General Meeting of the Company ("**Proposed Change of Auditors**") and to authorise the Directors to fix their remuneration. **(Resolution 5)**
[See Explanatory Note (ii)]
- To transact any other ordinary business which may be transacted at the Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to allot and issue shares**
That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:
 - issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
 - Notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution is in force, provided that:
 - the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such calculation as may be prescribed by the SGX-ST) above, the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
[See Explanatory Note (iii)] **(Resolution 6)**
- Authority to issue shares under the Epicentre Holdings Limited Performance Share Plan**
That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the Epicentre Holdings Limited Performance Share Plan (the "**Plan**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)] **(Resolution 7)**
- Authority to issue shares under the Epicentre Holdings Limited Scrip Dividend Scheme**
That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to issue such number of shares in the capital of the Company as may be required to be issued pursuant to the Epicentre Holdings Limited Scrip Dividend Scheme (the "**Scheme**") from time to time in accordance to the terms and conditions of the Scheme set out on pages 81 to 86 of the Circular dated 7 June 2010 and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (v)] **(Resolution 8)**
- To approve the proposed grant of Award to Mr Lim Tiong Hian**
That:
 - the proposed grant of the Award of up to 768,000 Shares to Mr Lim Tiong Hian (who is regarded as a Controlling Shareholder), be and is hereby approved; and
 - the Directors of the Company be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the release of the Award. **(Resolution 9)**

By Order of the Board
Khoo Lay Fen
Leow Siew Yon
Joint Company Secretaries
Singapore, 16 October 2017

Explanatory Notes:

- Mr Azman Hisham Bin Ja'afar will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee, member of the Audit & Risk Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
- In accordance with the requirements of Rule 712(3) of the Catalist Rules:
 - Messrs BDO LLP, the Company's current auditors for FY2017, has confirmed that it is not aware of any professional reasons why Crowe Horwath First Trust LLP should not be appointed as new auditors of the Company;
 - the Company confirms that there were no disagreements with Messrs BDO LLP on accounting treatments within the last 12 months from the date of the Appendix to the Annual Report for FY2017 ("**Appendix**") in relation to the proposed change of auditors;
 - the Company confirms that it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of Shareholders which has not been disclosed in the Appendix;
 - as a matter of good corporate governance, the ARC is of the view that it would be appropriate to periodically rotate auditors to enable the Company to benefit from fresh perspectives and views of another professional accounting firm, thereby enhancing the value of the audit. As Messrs BDO LLP has been auditors of the Company for almost ten (10) years, the Company is of the view that it would be timely to effect a change of external auditors. In addition, the Proposed Change of Auditors will also enable the Company to better control the rise in cost of auditing services overall; and
 - the Company confirms that it complies with Rules 712 and 716 of the Catalist Rules in relation to the proposed appointment of Crowe Horwath First Trust LLP as auditors of the Company.
- For further information in relation to the Proposed Change of Auditors, please refer to the Appendix which is circulated to Shareholders together with the Company's Annual Report for FY2017.
- The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a *pro rata* basis to shareholders.
For determining the aggregate number of shares that may be issued, the total number of issued shares will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the capital of the Company pursuant to the vesting of share awards under the Plan provided that the aggregate additional shares to be issued pursuant to the Plan do not exceed in total (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
- That Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company from time to time pursuant to the Epicentre Holdings Limited Scrip Dividend Scheme.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting ("**AGM**") is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- A member who is not a relevant intermediary (as defined in section 181 of the Companies Act, (Cap. 50)) is entitled to appoint not more than two proxies and where two proxies are appointed, shall specify the proportion of shareholding to be represented by each proxy.
- A member who is a relevant intermediary is entitled to appoint more than two proxies and where such member's proxy form appoints more than one proxy, the number of and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. Each proxy must be appointed to exercise the rights attached to the different share or shares held by such member.
- In any case where more than one proxy is appointed, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 39 Ubi Road 1, World Publications Building, #08-01, Singapore 408695 not less than forty-eight (48) hours before the time of the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 representative appointed for the Meeting (including any adjournment thereof), and (ii) consents to the Company (or its agents or service providers) to company 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 representatives to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representatives 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 representatives 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.

This notice has been reviewed by the Company's sponsor, Stamford Corporate Services 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 announcement.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr. Bernard Lui, Telephone: +65 63893000, Email: bernard.lui@morganllw.com.