



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 4, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 23 October 2014 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY Resolution 1: The Proposed Share Consolidation

That with effect from the date to be determined by the directors of the Company ("Directors") and pursuant to the Articles of Association of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every one hundred (100) existing issued ordinary shares in the capital of the Company ("Existing Shares") held by shareholders of the Company ("Shareholders") as at a books closure date to be determined by the Directors ("Books Closure Date") into one (1) Consolidated Share in the manner set out in the Circular ("Proposed Share Consolidation") fractional entitlements to be disregarded;
- (b) for the Directors to deal with any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above, and for all fractions of Consolidated Shares to which holders of the Existing Shares would otherwise be entitled to, be aggregated and/or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company; and
- (c) for the Directors and each of them to be authorised and empowered to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

ORDINARY Resolution 2: The Proposed Adoption of Singapore eDevelopment Limited Performance Share Plan

That:

- (a) a share plan to be known as the Singapore eDevelopment Limited Performance Share Plan (the "Plan"), the rules of which have been submitted to the meeting and, for the purpose of identification, under which awards ("Awards") of fully paid-up ordinary shares in the capital of the Company (the "Shares") will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, details of which are set out in the Circular to Shareholders dated 7 October 2014 (the "Circular"), be and is hereby approved.
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the Plan;
 - (ii) to modify and/or alter the Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) subject to the same being allowed by law, to apply any shares purchased under any share buy-back mandate towards the satisfaction of Awards granted under the Plan;
 - (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Plan and pursuant to Section 161(4) of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan when added to the number of Shares issued and issuable in respect of all options granted under the CCM Share Option Scheme and any other share schemes to be implemented by the Company, on the day preceding that date shall not exceed 20% of the total issued share capital of the Company from time to time.

ORDINARY Resolution 3: The Proposed Participation of Mr Chan Heng Fai, a Controlling Shareholder, in the Singapore eDevelopment Limited Performance Share Plan

That, subject to the passing of Ordinary Resolution 2, the participation of Mr Chan Heng Fai, who is a Controlling Shareholder (as defined in the Catalist Rules of the Singapore Exchange Securities Trading Limited) of the Company, in the Singapore eDevelopment Limited Performance Share Plan be and is hereby approved.

BY ORDER OF THE BOARD

Mr Chan Heng Fai
Executive Director and Chief Executive Officer
Singapore eDevelopment Limited
Singapore
7 October 2014

Notes:

1. A member 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. A proxy need not be a member of the Company.
2. 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.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 9 Temasek Boulevard #09-02A, Suntec Tower Two, Singapore 038989 no later than 48 hours prior to the time of the EGM.