



albedo

ALBEDO LIMITED

(Company Registration No. 200505118M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 15 October 2015 to the shareholders of the Company (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Albedo Limited (the "Company") will be held at The National University of Singapore Society, Kent Ridge Guild House, Evans Room, 9 Kent Ridge Drive, Singapore 119241 on 6 November 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

Shareholders should note that Ordinary Resolution 2 is conditional upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3 is conditional upon the passing of Ordinary Resolution 2. For the avoidance of doubt, this means that if Ordinary Resolution 1 is not approved, Ordinary Resolutions 2 and 3 would not be carried, and if Ordinary Resolution 2 is not approved, Ordinary Resolution 3 would not be carried.

ORDINARY RESOLUTION 1

THE PROPOSED DIVERSIFICATION OF THE GROUP'S EXISTING CORE BUSINESS TO INCLUDE THE PROPOSED NEW BUSINESS

That:

- (a) approval be and is hereby granted for the Proposed Diversification of the Group's Existing Core Business to include the Proposed New Business comprising medical aesthetics services including but not limited to detoxification, beauty and wellness services, stem cell storage, medical education and training and investments in and distribution of medical equipment and products in Asia as described in Section 2.2 of the Circular, and all other businesses and activities related to the Proposed New Business; and
- (b) 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 2

ACQUISITION OF 5,100 ORDINARY SHARES IN THE CAPITAL OF CHINA IMYTH COMPANY PTE. LTD., REPRESENTING 51.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF CHINA IMYTH COMPANY PTE. LTD. UNDER CHAPTER 10 OF THE LISTING MANUAL SECTION B: RULES OF CATALIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

That, subject to and contingent upon the passing of Ordinary Resolution 1 as set out in this notice of EGM, the acquisition by the Company of 5,100 ordinary shares in the capital of China iMyth Company Pte. Ltd., representing 51.0% of the issued and paid-up share capital of China iMyth Company Pte. Ltd., for an aggregate purchase consideration of S\$18,875,000 (the "Proposed Acquisition") to be satisfied by the allotment and issuance of 550,000,000 Consideration Shares at an issue price of S\$0.0125 per Consideration Share and S\$12,000,000 in cash, pursuant to the terms and subject to the conditions of the SPA be and is hereby approved, and for this purpose:

- (a) approval be and is hereby given to the Company to undertake the Proposed Acquisition in accordance with the SPA; and
- (b) 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 ALLOTMENT AND ISSUANCE OF 200,000,000 SUBSCRIPTION SHARES TO MDM SUKMAWATI WIDJAJA

That subject to and contingent upon the passing of Ordinary Resolution 2 as set out in this notice of EGM:

- (a) approval be and is hereby granted for the proposed allotment and issuance of 200,000,000 Subscription Shares to Mdm Sukmawati Widjaja at the Subscription Price of S\$0.01125 per Subscription Share, on the terms and subject to the conditions of the Subscription Agreement, such issue of Subscription Shares being an issue of securities;
 - (i) to an associate of a Director under Rules 804 and 812(1) of the Catalist Rules; and
 - (ii) which constitutes an interested person transaction under Rule 906 of the Catalist Rules.
- (b) 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.

Note: Mr Hano Maeloa will, and will procure his associates to, abstain from voting on this Ordinary Resolution 3 in respect of his/their shareholding, and will not accept nominations as proxies unless specific instructions have been given in the proxy instrument by the Shareholders appointing him/them on how they wish their votes to be cast.

ORDINARY RESOLUTION 4

PROPOSED CHANGE OF AUDITORS

That:

- (a) the resignation of Messrs Foo Kon Tan LLP as auditors of the Company be and is hereby accepted and that Messrs Nexia TS Public Accounting Corporation be and are hereby appointed auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors and Messrs Nexia TS Public Accounting Corporation; and
- (b) 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.

Notes:

- (i) Foo Kon Tan LLP has confirmed by way of their letter dated 9 October 2015 that it is not aware of any professional reasons why Nexia TS Public Accounting Corporation should not accept appointment as auditors of the Company.
- (ii) The Company confirms that there were no disagreements with Foo Kon Tan LLP on accounting treatments within the last 12 months up to the date of the Circular.
- (iii) 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 Circular.
- (iv) The reasons for the Proposed Change of Auditors are disclosed in Section 6 of the Circular.
- (v) The Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Nexia TS Public Accounting Corporation as the new auditors of the Company.

SPECIAL RESOLUTION 5

PROPOSED NEW SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules") the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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
- (b) (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 was in force,

provided that:

- (1) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution, whether on a pro rata or non pro rata basis, shall not exceed 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)
- (2) (subject to such manner of calculation as may be prescribed by the Catalist Rules) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the percentage 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 this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.
- (3) 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 SGX-ST) and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

Note: For the avoidance of doubt, the Proposed New Share Issue Mandate, if approved by Shareholders, will be an addition to and will supplement the 2015 AGM Share Issue Mandate. Resolution 5 (Special Resolution), if passed, will empower the Directors from the date of the above EGM until the date of the next annual general meeting of the Company, to allot and issue Shares and/or convertible securities in the Company to existing Shareholders, whether on a pro-rata or non pro-rata basis, up to an amount not exceeding one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) as at the date of the EGM. This authority, unless previously revoked or varied at a general meeting, will expire at 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 the earlier

BY ORDER OF THE BOARD

Tai Kok Chuan
Chief Executive Officer and Managing Director
Singapore
15 October 2015

Notes:

- 1) A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote on his behalf.
- 2) A Shareholder that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- 3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Scotts Road, #20-03/04, Shaw Centre, Singapore 228208 not less than forty eight (48) hours before the time appointed for the meeting.

Personal data privacy:

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 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 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
- (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.