

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

Company Registration No: 200313131Z
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Envictus International Holdings Limited (the “**Company**”) will be held at Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on Wednesday, 23 March 2016 at 10.30 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

THE PROPOSED ACQUISITION OF 85% OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF LYNDARAHIM VENTURES SDN BHD FOR A CASH CONSIDERATION OF RM20.4 MILLION

That:

- (a) the entry by Platinum Appreciation Sdn Bhd (“**PASB**”), a wholly-owned subsidiary of the Company, into the conditional share sale agreement (the “**SPA**”) with Brothers Coffee Ventures Sdn Bhd (formerly known as Brothers Burger Ventures Sdn Bhd), Prinsip Lagenda Sdn Bhd and Datuk Abdul Rahim Bin Mohd Zin dated 14 December 2015 in connection with the proposed acquisition of 85% of the entire issued and paid-up share capital of Lyndarahim Ventures Sdn Bhd (the “**Target Company**”), consisting of 5,972,103 ordinary shares of RM1.00 each and 8,500,000 redeemable preference shares of RM0.01 each, be approved, confirmed and ratified, and adopted as the act and deed of PASB and the Company (the “**Proposed Acquisition**”);
- (b) the Proposed Acquisition by PASB of 85% of the entire issued and paid-up share capital of the Target Company, pursuant to, and in accordance with, the terms of the SPA be and is hereby approved;
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and to do all such acts and things (including signing and executing all such documents, ancillary agreements and instruments as may be required, and to make all such amendments thereto as may be required in connection with the Proposed Acquisition) as they or he may deem desirable, expedient or necessary in the interests of the Company to give effect to this Ordinary Resolution and to the SPA as they or he may deem fit; and
- (d) all actions taken by the Company and/or the Directors of the Company in connection with, relating to or arising from the Proposed Acquisition be and are hereby ratified, confirmed and approved.

By Order of the Board

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

S Surenthiraraj

Kok Mor Keat

Company Secretaries

8 March 2016

Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead save that no limit shall be imposed on the number of proxies for nominee or custodial service companies. Such 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 seal or the hand of its duly authorized officer or attorney.
3. The instrument appointing a proxy or proxies that has been executed by a member must be lodged at the Company's Share Registrar at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, not less than forty-eight (48) hours before the time appointed for the EGM.
4. 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.