

# CHEW'S GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 201020806C)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Chew's Group Limited (the "Company") will be held at Civil Service Club (Seminar Room 1 & 2) 91 Bukit Batok West Avenue 2 Singapore 659206 on Thursday, 12 April 2018 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

All capitalised terms in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 26 March 2018 (the "Circular").

### ORDINARY RESOLUTION 1 - THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF:-

- (1) CHEW'S AGRICULTURE PTE LTD;
- (2) CHEW'S ENGINEERING SERVICES PTE LTD;
- (3) CHEW'S GROUP INVESTMENT PTE LTD; AND
- (4) CHEW'S GROUP MARKETING PTE LTD

That:-

- (a) approval be and is hereby given for the Company to enter into the Proposed Disposal on the terms and subject to the conditions set out in the SPA, being a major transaction under Chapter 10 of the Catalist Rules and disposal of the Company's core business under Practice Note 10(A) of the Catalist Rules; and
- (b) the Directors and each of them be and is hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to this Ordinary Resolution 1 and the Proposed Disposal and/or the matters contemplated herein.

### ORDINARY RESOLUTION 2 – THE PROPOSED SPECIAL DIVIDEND

That subject to and contingent upon the passing of Ordinary Resolution 1:-

- (a) a special one-tier tax exempt dividend of S\$0.35 per Share ("**Proposed Special Dividend**") be and is hereby approved and declared for distribution to the Shareholders whose names appear on the register of members of the Company on the record date ("**Books Closure Date**") to be fixed by the Directors and that the Proposed Special Dividend be paid on a date to be determined by the Directors; and
- (b) the Directors and each of them be and is hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to this Ordinary Resolution 2 and the Proposed Special Dividend and/or the matters contemplated herein.

BY ORDER OF THE BOARD

Tay Bee Gek  
Joint Company Secretary  
Singapore  
26 March 2018

#### Notes:

1. A member of the Company (other than a Relevant Intermediary) (as defined in Note 2 below) 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. Such proxy need not be a member of the Company and where there are two (2) proxies, the number of shares to be represented by each proxy must be stated.
2. A member who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

"**Relevant Intermediary**" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
  4. The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the Company's registered office at 80 Raffles Place #32-01 UOB Plaza 1 Singapore 048624, not less than seventy-two (72) hours before the time appointed for holding the EGM.

#### PERSONAL DATA PRIVACY:

By attending the EGM and/or any adjournment thereof or 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.