



GOODLAND GROUP LIMITED

(Incorporated in the Republic of Singapore on 6 May 2004)
(Company Registration No. 200405522N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning as used in the circular dated 15 September 2014 issued by the Company (the "Circular"). An electronic copy of the Circular will be made available at the website of the SGX-ST at www.sgx.com.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Goodland Group Limited (the "Company") will be held on 1 October 2014 at 9.00 a.m. at Seletar Country Club, 101 Seletar Club Road, Seletar Room, Level 2, Singapore 798273 for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

AS ORDINARY RESOLUTIONS

RESOLUTION 1: PROPOSED ACQUISITION

That subject to and contingent upon the passing of Ordinary Resolution 2,

- (a) approval be and is hereby given for the acquisition of 100 shares of Citrine Assets Pte. Ltd. ("**Citrine Assets**") representing the entire issued share capital of Citrine Assets from Citrine Capital Pte. Ltd., Mr. Wong Kong Leong and Mr. Teh Wing Kwan (collectively, the "**Vendors**") for an aggregate consideration of S\$62,676,303, which shall be satisfied by (i) the allotment and issue of 144,736,842 Consideration Shares; (ii) the issuance of an aggregate principal amount of S\$3,000,000 Convertible Bonds; (iii) S\$2,176,303 in cash; and (iv) the issuance of an aggregate principal amount of S\$2,500,000 Corporate Bonds, (the "**Acquisition**"), subject to the terms and conditions of the sale and purchase agreement dated 14 January 2014 as entered into between the Company and the Vendors (the "**Agreement**");
- (b) approval be and is hereby given for the allotment and issuance by the Company of 144,736,842 Consideration Shares to the Vendors, including 133,157,894 Consideration Shares to Citrine Capital, at the issue price of S\$0.38 per Consideration Share, on and subject to the terms of the S&P Agreement, whereby such Consideration Shares shall rank pari passu in all respects with the then existing shares of the Company except that such Consideration Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of issuance of the Consideration Shares, and will be admitted to listing on the Mainboard of the SGX-ST;
- (c) approval be and is hereby given for the allotment and issuance by the Company of an aggregate principal amount of S\$3,000,000 Convertible Bonds to the Vendors, including an aggregate principal amount of S\$2,760,000 Convertible Bonds to Citrine Capital, at an initial Conversion Price of S\$0.38, on and subject to the terms of the Convertible Bonds Agreement and the Convertible Bond Conditions;
- (d) approval be and is hereby given for the allotment and issue of up to 7,894,736 Conversion Shares upon the conversion of all the Convertible Bonds at the initial Conversion Price on and subject to the terms of the Convertible Bond Conditions, whereby such Conversion Shares shall rank pari passu in all respects with the then existing shares of the Company except that such Conversion Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of issuance of the Conversion Shares, and will be admitted to listing on the Mainboard of the SGX-ST;
- (e) approval be and is hereby given for the issue of Conversion Shares and/or the adjustment to the Conversion Price of the Convertible Bonds as may be required or permitted to be issued on and subject to the Convertible Bond Conditions;
- (f) approval be and is hereby given for the allotment and issue of such further Conversion Shares as may be required to be allotted and issued upon the exercise of any Convertible Bonds subsequent to any adjustment to the Conversion Price of the Convertible Bonds pursuant to the Conditions, whereby such further Conversion Shares shall rank pari passu in all respects with the then existing shares of the Company except that such further Conversion Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of issuance of such further Conversion Shares, and will be admitted to listing on the Mainboard of the SGX-ST; and
- (g) any of the Directors of the Company be and is hereby authorised to complete and to do all acts and things as he may consider desirable, necessary or expedient for the purposes of or in connection with the proposed Acquisition and to give effect to this resolution (including any amendment to the S&P Agreement, execution of any other agreements or documents and procurement of third party consents) as he shall think fit and in the interest of the Company.

RESOLUTION 2: WHITEWASH RESOLUTION

That subject to and contingent upon the passing of Ordinary Resolution 1, the Independent Shareholders, do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from Citrine Capital Pte. Ltd., Mr. Tan Chee Beng and their Concert Parties in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned or controlled by Citrine Capital Pte. Ltd., Mr. Tan Chee Beng and their Concert Parties, as a result of the issuance of Consideration Shares to Citrine Capital Pte. Ltd., and the conversion of the Convertible Bonds by Citrine Capital Pte. Ltd. into Conversion Shares.

By Order of the Board
Goodland Group Limited

Kenneth Hor Swee Liang
Company Secretary

15 September 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 instead of him. A proxy need not be a member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the EGM will act as your proxy.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the registered office of the Company at 18 Roberts Lane, #02-01/02, Goodland Building, Singapore 218297 not less than 48 hours before the time appointed for holding the EGM and at any adjournment thereof.
6. A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited at least 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.