

# ASPIAL

## ASPIAL CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number 197001030G)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Aspi Corporation Limited (the "**Company**") will be held at 55 Ubi Avenue 1 #07-11, Ubi 55 Building, Singapore 408935 on 28 April 2015 at 4.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution which will be proposed as an ordinary resolution:

#### **ORDINARY RESOLUTION – THE PROPOSED DISTRIBUTION (AS DEFINED HEREIN)**

THAT pursuant to Article 138 of the Articles of Association of the Company:

- (a) the Company makes a distribution (the "**Proposed Distribution**") of up to 74,123,143 ordinary shares ("**Maxi-Cash Shares**") in the capital of Maxi-Cash Financial Services Corporation Ltd. held by the Company, by way of a dividend *in specie* to shareholders of the Company ("**Shareholders**") on the basis of 0.04 Maxi-Cash Share for each ordinary share in the capital of the Company ("**Share**") held by Shareholders as at a books closure date to be determined by the directors of the Company ("**Directors**") for the purposes of determining the entitlement of Shareholders to Maxi-Cash Shares ("**Books Closure Date**"), fractional entitlements to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed (to be determined by the Directors), except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, or where the Directors are of the view that such distribution may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the Maxi-Cash Shares will not be distributed to any Shareholder whose registered address (as recorded in the Register of Members of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**") for the service of notice and documents is outside Singapore as at the Books Closure Date ("**Overseas Shareholder**") and who has not at least three (3) Market Days prior to the Books Closure Date provided the Company's Share Registrar (B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758) or CDP, as the case may be, with addresses in Singapore for the service of notices or documents in accordance with the foregoing and such Maxi-Cash Shares shall be dealt with in the manner set out in paragraph (b) below;
- (b) arrangements be made for the distribution of Maxi-Cash Shares which would otherwise have been distributed to the Overseas Shareholders pursuant to the Proposed Distribution to be distributed to such person(s) as the Directors may appoint, who shall sell such Maxi-Cash Shares at prices prevalent at the time of sale (as the Directors deem fit) and thereafter distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, proportionately among such Overseas Shareholders according to the respective Maxi-Cash Shares they would otherwise have been entitled to as at the Books Closure Date in full satisfaction of their rights to the Maxi-Cash Shares, provided that where the net proceeds to which any particular Overseas Shareholder is entitled is less than S\$10.00, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith;
- (c) any resulting fractional Maxi-Cash Shares be aggregated and held by the Company for such purposes as the Directors deem fit;
- (d) the Directors and each of them be and are hereby authorised to determine the amount to be appropriated out of the retained profits of the Company to meet the value of the Maxi-Cash Shares to be distributed pursuant to the Proposed Distribution based on the carrying value (or cost of investment) of the Maxi-Cash Shares in the accounts of the Company; and
- (e) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things, decide all questions and exercise all discretions (including approving, modifying and executing all documents) as they may consider necessary or expedient in connection with the Proposed Distribution and/or to give effect to the Proposed Distribution.

#### **BY ORDER OF THE BOARD**

Lim Swee Ann  
Company Secretary  
10 April 2015

#### **NOTES:**

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend and vote on his behalf. Such proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the EGM.