
NOTICE OF SPECIAL GENERAL MEETING

BUND CENTER INVESTMENT LTD

(Incorporated in Bermuda)
(Company Registration No. 43449)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**SGM**”) of **BUND CENTER INVESTMENT LTD** (the “**Company**”) will be held at PARKROYAL on Beach Road, Grand Ballroom II & III, Level 1, 7500 Beach Road, Singapore 199591 on Friday, 28 November 2014 at 11.00 a.m. for the purpose of considering, and if thought fit, passing with or without any modifications, the following Ordinary Resolutions:

Unless otherwise defined, all terms defined in this Notice of SGM shall have the same meanings as those defined or construed in the circular dated 12 November 2014 (the “**Circular**”) issued by the Company to the Shareholders. An electronic copy of the Circular will be made available at the website of the SGX-ST at www.sgx.com.

ORDINARY RESOLUTION 1 – THE PROPOSED WAIVER OF THE EXISTING MUTUAL UNDERTAKINGS BETWEEN THE COMPANY AND SINARMAS LAND LIMITED AND THE PROPOSED SUBSTITUTION WITH A SET OF NEW PROCEDURES TO ADDRESS POTENTIAL CONFLICTS OF INTEREST

THAT:

- (1) approval be and is hereby given for the waiver of the existing mutual undertakings between the Company and Sinarmas Land Limited (“**Proposed Waiver**”) and the proposed substitution with a set of new procedures (“**Proposed Procedures**”) and together with the Proposed Waiver, the “**Proposed Waiver and Procedures**”) to better and more constructively address any potential for undue and commercially harmful conflicts of interest going forward as set out in the Circular; and
- (2) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Waiver and Procedures and/or this Resolution.

ORDINARY RESOLUTION 2 – THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS MANDATE

THAT:

- (1) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions, particulars of which are set out in the Circular, with any party who is of the class of interested persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the “**Proposed IPT Mandate**”);

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- (2) the Proposed IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (3) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed IPT Mandate and/or this Resolution.

BY ORDER OF THE BOARD

Chew Yow Foo
Director and Chief Financial Officer

Singapore
12 November 2014

Notes:

1. If a Depositor (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) wishes to attend and vote at the SGM, he must be shown to have Shares of the Company entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited, not less than 48 hours before the time appointed for the holding of the SGM.
2. Depositors who are unable to attend the SGM personally and who wish to appoint their nominee(s) to attend and vote on their behalf should complete, sign and return the proxy form which is despatched together with this Circular to Depositors (the "**Depositor Proxy Form**") in accordance with the instructions printed thereon as soon as possible and in any event, so as to reach the mailing address of the Company at c/o 3 Shenton Way, #17-07 Shenton House, Singapore 068805, no later than 48 hours before the time appointed for the holding of the SGM in order to be able to attend and/or vote at the SGM.
3. If a registered holder of Shares ("**Shareholder**") wishes to appoint a proxy or proxies, then the enclosed Shareholder Proxy Form ("**Shareholder Proxy Form**") must be completed, signed and deposited at the mailing address of the Company at c/o 3 Shenton Way, #17-07 Shenton House, Singapore 068805, no later than 48 hours before the time appointed for the holding of the SGM in order for the Shareholder's proxy or proxies to be able to attend and/or vote at the SGM.
4. The completion and return of a Depositor Proxy Form or a Shareholder Proxy Form will not preclude the Depositor or Shareholder concerned from attending and voting in person at the SGM if he wishes to do so, in place of his proxy.