



P 9 9 H O L D I N G S

P99 HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 200311696K

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of P99 Holdings Limited (the “Company”) will be held at NUSS Kent Ridge Guild House, Evans Level 2, 9 Kent Ridge Drive, Singapore 119241 on 27 October 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 5 October 2017 (“Circular”).

Shareholders should note that Special Resolution 1, Special Resolution 2 and Ordinary Resolution 1 are inter-conditional upon each other. If any of the Resolutions is not approved, the other Resolutions will not be duly passed. Therefore, Shareholders’ approval for Special Resolution 1, Special Resolution 2 and Ordinary Resolution 1 are required in order for the Company to effect and complete the Proposed Members’ Voluntary Liquidation.

SPECIAL RESOLUTION 1 – APPROVAL OF THE PROPOSED MEMBERS’ VOLUNTARY LIQUIDATION AND THE APPOINTMENT OF THE LIQUIDATORS

THAT, subject to and contingent upon the passing of Special Resolution 2 and Ordinary Resolution 1 in this Notice:

- the Company be and is hereby wound up by way of a members’ voluntary liquidation pursuant to Section 290(1)(b) of the Companies Act (Chapter 50) of Singapore (the “Companies Act”);
- Bernard Juay Sze Sin and Shirley Lim Guat Hua of Complete Corporate Services Pte. Ltd. are hereby appointed as the joint and several liquidators of the Company for the purposes of such winding up, such appointment to take effect forthwith following the passing of this Resolution; and
- the Directors (or any one of them) be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they or he may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution as they or he may deem fit.

SPECIAL RESOLUTION 2 – APPROVAL OF POWERS OF LIQUIDATORS

THAT, subject to and contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 in this Notice:

- the Liquidators be and are hereby authorised under Section 305 of the Companies Act, to exercise any of the powers provided by Sections 272(1)(b), (c), (d) and (e) of the Companies Act;
- in accordance with the provisions of the Constitution of the Company, the Liquidators be and are hereby authorised to distribute and divide amongst the members of the Company in cash or in specie the surplus assets of the Company as the Liquidators may determine; and
- the Liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution.

ORDINARY RESOLUTION 1 – APPROVAL OF THE REMUNERATION OF THE LIQUIDATORS AND OTHER MATTERS

THAT, subject to and contingent upon the passing of Special Resolution 1 and Special Resolution 2:

- the remuneration of the Liquidators be based on their normal scale rates and time costs reasonably and properly incurred in carrying out the winding up of the Company and ASA (including all fees and expenses payable to the various professionals the Liquidators may need to engage to assist in the liquidation of the Company and ASA), and that the said remuneration and disbursements reasonably and properly incurred be paid out of the assets of the Company;
- the Liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution; and
- the Liquidators be and are hereby authorised to destroy the books, accounts and documents of the Company and of the Liquidators five (5) years after the date of dissolution of the Company pursuant to Section 320(2) of the Companies Act.

By Order of the Board

Chew Kok Liang
Company Secretary
Singapore, 5 October 2017

Notes:

- A member of the Company (other than a Relevant Intermediary*) entitled to attend, speak and vote at the EGM may appoint not more than two (2) proxies to attend and vote in his/her stead. A member of the Company, which is a corporation, is entitled to appoint its authorized representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
- A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- The instrument appointing a proxy or proxies must be deposited at the office of the Company’s share registrar, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619 not less than forty-eight (48) hours before the time appointed for holding the EGM.

* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Cap 19) 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; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 298) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

Where a member of the Company submits 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, proxy 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.