



AA GROUP HOLDINGS LTD.

(Company Registration No.: 200412064D)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalized terms in this Notice which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 24 February 2016.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of the shareholders (the “Shareholders”) of AA Group Holdings Ltd. (the “Company”) will be held at 9.00 a.m. on 10 March 2016 at 308 Tanglin Road, #01-02, Singapore 247974 for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions.

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION

That:

- (a) approval be and is hereby given for the proposed diversification of the Company's core business, which to include construction (the “**Construction Business**”), property development, property investment and property management, which involves the development of properties for sale and the holding of property related assets as long term investments (the “**Property Business**”);
- (b) the Group is hereby authorised to undertake building construction works such as new construction, additional and alteration works, refurbishment and upgrading of existing properties pursuant to the Construction Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such works;
- (c) the Group is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time, any such assets, investments and shares/interests in any entity that is in the Property Business on such investment, purchase, acquisition or disposal on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal
- (d) the Board of Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed Diversification.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TOKO CONSTRUCTION PTE. LTD.

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

- (a) approval be and is hereby given for the acquisition by A2A of 50,000 ordinary shares in the capital of the Target representing the entire issued and paid-up capital of the Target and the assignment and transfer by Chew Liang Kwang to A2A all of loans and advances made by Chew Liang Kwang to the Target for a consideration of S\$1,296,691 to be satisfied in cash, pursuant to the terms and subject to the conditions of the Sale and Purchase Agreement; and
- (b) the Board of Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed Acquisition.

By Order of the Board

Ong Wei Jin and Khoo Boo Han

Joint Secretaries

Singapore, 24 February 2016

NOTES:

1. A member who is not a Relevant Intermediary (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
3. A member who is a Relevant Intermediary (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) is entitled to appoint more than two proxies to attend and vote on its behalf.
4. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be either under its common seal or under the hand of any duly authorised officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 4 Shenton Way, #17-01 SGX Centre II, Singapore 068807 not less than 48 hours before the time of the EGM.
6. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time of the EGM in order for the Depositor to attend and vote at the EGM.
7. Unless defined herein, capitalised terms in the Resolutions set out in this Notice of EGM shall bear the same meanings as in the Circular to Shareholders dated 24 February 2016.