



創建集團

CCM GROUP LIMITED

(Company registration no. 200916763W)
(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CCM Group Limited (the “**Company**”) will be held at Pan Pacific Singapore, Ocean 3, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 5 August 2014 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1: The Rights Issue (as defined herein) and Bonus Shares Issue (as defined herein)

That subject to and contingent upon the passing of Ordinary Resolution 2 herein in this Notice of EGM, the renounceable rights issue of up to 43,125,840,000 new ordinary shares in the capital of the Company (the “**Rights Shares**”) at an issue price of S\$0.003 for each Rights Share (the “**Issue Price**”), on the basis of twelve (12) Rights Shares for every one (1) existing ordinary share (each, a “**Share**”) in the capital of the Company held by shareholders of the Company (the “**Shareholders**”) as at a time and date as the Directors may, in its absolute discretion, determine (the “**Books Closure Date**”) (the “**Rights Issue**”), fractional entitlements to be disregarded, and the bonus shares issue of up to 43,125,840,000 new ordinary shares in the capital of the Company (the “**Bonus Shares**”), on the basis of one (1) Bonus Share for every one (1) Rights Share subscribed for (the “**Bonus Shares Issue**”), be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

- (a) allot and issue up to 43,125,840,000 Rights Shares at the Issue Price and up to 43,125,840,000 Bonus Shares;
- (b) provisionally allot and issue up to 43,125,840,000 Rights Shares at the Issue Price on the basis of twelve (12) Rights Share for every one (1) existing Share held by Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (“**CDP**”) as at the Books Closure Date (the “**Entitled Shareholders**”) with registered addresses in Singapore or who have, at least three (3) market days prior to the Books Closure Date provided to the CDP or the share registrar of the Company (the “**Share Registrar**”), as the case may be, addresses in Singapore for the service of notices and documents, fractional entitlements to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
 - i. the provisional allotments of Rights Shares under the Rights Issue shall be made on a renounceable non-underwritten basis to Entitled Shareholders;
 - ii. no provisional allotment of Rights Shares shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) market days prior thereto, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (“**Foreign Shareholders**”);
 - iii. the entitlements to Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit, including without limitation to be sold “nil-paid” on the SGX Catalist and to pool and thereafter distribute the net proceeds thereof, if any (after deducting all expenses), proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - iv. provisional allotments of Rights Shares not taken up or cannot be sold or are not sold on the SGX Catalist for any reason, or which represent fractional entitlements disregarded in accordance with the terms of the Rights Issue, shall be used to satisfy applications of excess Rights Shares or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - v. the Rights Shares when issued and fully paid-up will rank pari passu in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls on or before the date of issue of the Rights Shares;
- (c) provisionally allot and issue up to 43,125,840,000 Bonus Shares on the basis of one (1) Bonus Share for every one (1) Rights Share subscribed for, on the same terms and conditions as the Rights Issue (where applicable) and/or otherwise on such terms and conditions as the Directors may think fit;
- (d) the Directors be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights Issue and Bonus Shares Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution.

ORDINARY RESOLUTION 2: The Whitewash Resolution

That contingent upon the passing of Ordinary Resolution 1 herein in this notice of EGM, approval be and is hereby given as follows:

That subject to the satisfaction of all the conditions set out in the Securities Industry Council's letter on 30 June 2014, Shareholders (other than Mr Chan Heng Fai and Hengfai Business Development Pte Ltd (the “**Concert Party Group**”)) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Concert Party Group in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”), in the event that their subscription of the Rights Shares (including excess Rights Shares) pursuant to the Rights Issue by the Company results in them incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Code.

SPECIAL RESOLUTION 3: The Change of Name of the Company from “CCM Group Limited” to “Singapore eDevelopment Limited”

That:

- (a) the name of the Company be changed from “CCM Group Limited” to “Singapore eDevelopment Limited” and that the name “Singapore eDevelopment Limited” be substituted for “CCM Group Limited” whenever the latter name appears in the memorandum of association and articles of association of the Company; and
- (b) any Director of the Company be and is/are hereby authorised to complete and do all such acts and things (including executing or amending all such documents as may be required) as he may consider expedient or necessary or appropriate to give effect to this resolution.

ORDINARY RESOLUTION 4: The Proposed Diversification of the Group's Business to include the Information Technology Business

That:

- (a) approval be and is hereby granted for the Company to diversify the business activities of the Group to include the business of software and hardware development and technology services offering to end-users and businesses (including telecommunication services providers) in such areas including (but not limited to) mobile internet and cloud computing technology, and which includes investments in businesses which are involved in information technology hardware and software research & development, and other businesses providing information technology-related services to end-users, service providers and other commercial users via multiple platforms including (but not limited to) mobile internet and cloud computing technology; and
- (b) the Directors of the Company be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the proposed diversification of business activities.

BY ORDER OF THE BOARD

Mr Chan Heng Fai
Executive Director and Chief Executive Officer
CCM Group Limited
Singapore
14 July 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 in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 9 Temasek Boulevard #09-02A, Suntec Tower Two, Singapore 038989 no later than 48 hours prior to the time of the EGM.