Natural Cool
Holdings Limited

NATURAL COOL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200509967G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the members of Natural Cool Holdings Limited (the "**Company**") will be held at 55 Market Street #03-01, Raffles Place, Singapore 048941 on 25 April 2017 at 11.00 a.m. (or such time immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 April 2017 (the "Circular") in relation to the Scheme (as defined below).

ORDINARY RESOLUTIONS:-

ORDINARY RESOLUTION 1 – THE PROPOSED ADOPTION OF THE Natural Cool Employee Share Option Scheme 2017

That the employee share option scheme to be known as the Natural Cool Employee Share Option Scheme 2017(the "**Scheme**"), the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the Scheme, and the Directors of the Company be and are hereby authorised:

(a) to establish and administer the Scheme;

(b) to modify and/or amend the Scheme from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the Scheme, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;

(c) pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, to offer and grant Option(s) in accordance with the rules of the Scheme, and to allot and issue from time to time such number of shares in the capital of the Company ("**Shares**") as may be required to be issued pursuant to the exercise of the Option(s) under the Scheme provided that the aggregate number of Shares available pursuant to the Scheme and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any shares held in treasury) from time to time; and

(d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

ORDINARY RESOLUTION 2 – THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE NATURAL COOL EMPLOYEE SHARE OPTION SCHEME 2017

That subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the rules of the Scheme, with exercise prices set at a discount not exceeding 20% to the Market Price, as determined by the committee authorised and appointed to administer the Scheme, provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time.

For and on behalf of the board of Directors of
NATURAL COOL HOLDINGS LIMITED

Mr Goh Teck Sia
Independent Non-Executive Chairman

10 April 2017

Notes:

(1) A Shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder of the Company.

(2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 29 Tai Seng Avenue, #07- 01, Natural Cool Lifestyle Hub, Singapore 534119 not later than 48 hours before the time appointed for the holding of the EGM.

(3) 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 executed either under its common seal or under the hand of any officer or attorney duly authorised.

(4) **PERSONAL DATA PRIVACY:** By submitting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.