



## SINGAPORE EDEVELOPMENT LIMITED

(Company Registration Number: 200916763W)

(Incorporated in Singapore with limited liability)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Singapore eDevelopment Limited (the "**Company**") will be held at Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Room 329, Level 3, Singapore 039593 on Friday, 28 April 2017 at 10.00 a.m. for the following purposes:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve Directors' fees of up to S\$230,000 and for payment of such Directors' fees quarterly in arrears for the financial year ending 31 December 2017. (2016: S\$230,000) **(Resolution 2)**
- To re-appoint Ernst & Young LLP, Certified Public Accountants as the Company's Auditors and to authorise Directors of the Company to fix their remuneration. **(Resolution 3)**
- To re-elect Mr Wong Tat Keung who is retiring pursuant to Regulation 88 of the Company's Constitution. **(Resolution 4)**

*Mr Wong Tat Keung will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director and a member of the Audit & Risk Management Committee. Mr Wong Tat Keung is considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalist of the Listing Manual (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").*

To note the retirement of Mr Basil Chan who is retiring pursuant to Regulations 89 and 90 of the Company's Constitution. Mr Basil Chan has indicated that he will not be standing for re-election at the forthcoming Annual General Meeting. Mr Basil Chan will cease to be a Director of the Company, the Chairman of the Audit & Risk Management Committee and a member of the Remuneration Committee with effect from the close of forthcoming Annual General Meeting.

To note the retirement of Mr Chan Yu Meng who is retiring pursuant to Regulations 89 and 90 of the Company's Constitution. Mr Chan Yu Meng has indicated that he will not be standing for re-election at the forthcoming Annual General Meeting. Mr Chan Yu Meng will cease to be a Director of the Company, the Chairman of the Nominating Committee, and a member of the Audit & Risk Management Committee and Remuneration Committee with effect from the close of forthcoming Annual General Meeting.

- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

##### 6. Authority to allot and issue shares in the capital of the Company and/or instruments

"That, pursuant to Section 161 of the Companies Act, Chapter 50 (the "**Act**") and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue new shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require new Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, allot and issue new Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution is in force,

provided that:

- the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Resolution), to be allotted and issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new Shares to be allotted and issued other than on a *pro rata* basis to existing shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of new Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed after adjusting for:
  - new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
  - new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - any subsequent bonus issue, consolidation or sub-division of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being; and
- (unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)]

**(Resolution 5)**

##### 7. Authority to offer and grant share options and issue Shares in accordance with the Singapore eDevelopment Limited Share Option Scheme

"THAT the Directors of the Company be and are hereby authorised to offer and grant share options in accordance with the Singapore eDevelopment Limited Share Option Scheme adopted on 20 November 2013 (the "**Option Scheme**") and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of the share options under the Option Scheme, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Option Scheme, the Share Plan (as defined in Resolution 7 below) and any other share based incentive schemes of the Company shall not exceed 20% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time.

[See Explanatory Note (ii)]

**(Resolution 6)**

##### 8. Authority to offer and grant share awards and issue Shares in accordance with the Singapore eDevelopment Limited Performance Share Plan

"THAT the Directors of the Company be and are hereby authorised to offer and grant share awards in accordance with the Singapore eDevelopment Performance Share Plan adopted on 23 October 2014 (the "**Share Plan**") and to allot and issue such Shares as may be required to be allotted and issued under the Share Plan, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Share Plan, the Option Scheme and any other share based incentive schemes of the Company shall not exceed 20% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time.

[See Explanatory Note (iii)]

**(Resolution 7)**

By Order of the Board

Gn Jong Yuh Gwendolyn  
Company Secretary  
Singapore, 13 April 2017

#### Explanatory Notes:

- The Ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the passing of Ordinary Resolution 5 until the date of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to allot and issue new Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 5) to be allotted and issued pursuant to Ordinary Resolution 5 shall not exceed 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 5. For the allotment and issue of new Shares other than on a *pro rata* basis to existing shareholders of the Company, the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 5) to be allotted and issued pursuant to Ordinary Resolution 5 shall not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 5. This authority will, unless previously revoked or varied by the Company in general meeting, expire at the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
- The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company, to offer and grant share options and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of the share options under the Option Scheme.
- The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, to offer and grant share awards and to allot and issue such Shares as may be required to be allotted and issued under the Share Plan.

#### Notes:

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
- Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- A proxy need not be a member of the Company.
- The proxy form must be deposited at the registered office of the Company at **10 Winstedt Road, Block A #02-02, Singapore 227977**, not less than **72 hours** before the time appointed for holding the Annual General Meeting.
- Where the proxy form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the proxy form 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.