



CAPITAL WORLD LIMITED

(the "Company")

(Incorporated in the Cayman Islands on 15 March 2013)

(Company Registration No.: CT-276295)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (the "EGM") of the Company will be held at 390 Havelock Road, #04-06, King's Centre, Singapore 169662 on 27 April 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without any modification), the following ordinary resolutions:

All capitalised terms in the Resolutions below and defined in the Circular dated 11 April 2018 to the Shareholders of the Company (the "Circular") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

RESOLUTION 1: ORDINARY RESOLUTION: PROPOSED ISSUE OF CONVERTIBLE BONDS IN AGGREGATE PRINCIPAL AMOUNT OF UP TO S\$18 MILLION (IN UP TO FIVE (5) TRANCHES) TO DATO' SRI CHONG THIM PHENG AND THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 219,512,195 CONVERSION SHARES UPON CONVERSION OF THE CONVERTIBLE BONDS AT THE CONVERSION PRICE OF S\$0.0820 PER SHARE

THAT, subject to and contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given to the directors of the Company (the "Directors") or any of them to:

- (a) create and issue Convertible Bonds with an aggregate principal amount of up to S\$18 million in up to five (5) tranches to the Subscriber, subject to the Convertible Bond Subscription Agreement, such Convertible Bonds to be convertible to Conversion Shares at the Conversion Price of S\$0.0820 subject to the adjustments set out in the Conditions;
- (b) take such steps, make such amendments to the Conditions (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (c) allot and issue to the Subscriber, in accordance with the Convertible Bond Subscription Agreement:
 - (i) such number of Conversion Shares as may be required or permitted to be allotted and issued on the conversion of the Convertible Bonds, to the Subscriber at the time of conversion, subject to and otherwise in accordance with the Conditions, whereby such Conversion Shares when allotted and issued shall rank pari passu in all respects with the then existing Shares, save as may be provided in the Conditions; and
 - (ii) on the same basis as paragraph (c)(i) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Convertible Bonds upon the adjustment of the Conversion Price in accordance with the Conditions; and
- (d) exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

RESOLUTION 2: ORDINARY RESOLUTION: PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 87,804,878 FACILITY SHARES TO PROSPER NETWORK CO. LTD., BEING THE ARRANGER TO THE CONVERTIBLE BONDS

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given to the Directors or any of them to:

- (a) issue to the Arranger, subject to the Arranger Agreement, up to 87,804,878 Facility Shares subject to the provisions set out in the Arranger Agreement; and
- (b) exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

By Order of the Board

Shawn Chan Changyun

Company Secretary

Singapore

11 April 2018

NOTES:

- 1 A member entitled to attend and vote at the EGM and who holds two (2) or more Shares 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. Such member should complete, sign and return the Shareholder Proxy Form in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the office of the Company's Singapore share transfer agent Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time fixed for the EGM. The appointment of a proxy by a member does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy. For the avoidance of doubt, the Shareholder Proxy Form should not be used by depositors ("Depositors"). Depositors who wish to attend and vote at the EGM should refer to paragraphs 2 and 3 below.
- 2 A depositor (other than Depositors which are corporations) holding Shares through the CDP and whose name appears in the depository register (as defined in Section 81SF of the Securities and Futures Act of Singapore) not earlier than 48 hours prior to the time fixed for the meeting who wishes to attend and vote at the EGM may do so as CDP's proxy without having to complete or return any form of proxy.
- 3 (i) A depositor which is a corporation and who wishes to attend and vote at the EGM or (ii) an individual depositor who is unable to attend the EGM personally and wishes to appoint person(s) to attend the meeting and vote on his behalf, should complete sign and return the Depositor Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time fixed for the EGM.

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) 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, 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.