



INCREDIBLE HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 199906220H)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of **Incredible Holdings Ltd.** (the "**Company**") will be held at Hotel Re! @ Pearl's Hill, Rejoice Ballroom at Ground Floor, 175A Chin Swee Road, Singapore 169879 on 6 March 2020 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 20 February 2020 (the "Circular") in relation to the Proposed Appointment of New Auditors.

ORDINARY RESOLUTION: THE PROPOSED APPOINTMENT OF NEW AUDITORS That:

- (i) the appointment of Baker Tilly TFW LLP ("**Baker Tilly**") as auditors of the Company, with effect from the date of Shareholders' approval of this ordinary resolution to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and Baker Tilly be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of New Auditors and/or the transactions authorised by this ordinary resolution.

Notes to the Ordinary Resolution

In accordance with Rule 712(3) of the Catalist Rules:

- (1) The outgoing auditor, MS, has confirmed to Baker Tilly, via its professional clearance letter dated 14 February 2020 (the "**Professional Clearance Letter**"), that it is not aware of any professional reasons why Baker Tilly should not accept the appointment as auditors of the Company, Chemitech Industrial Private Limited, Hi-Tech Distribution Pte. Ltd. and Switech Systems & Marketing Pte. Ltd.;
- (2) The Company confirms that there were no disagreements with MS on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (3) The Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (4) The specific reasons for the Proposed Appointment of New Auditors are disclosed in Section 2.1 of this Circular. The Company and MS was not able to reach a mutual agreement on the quantum of professional fees; and
- (5) The Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Baker Tilly as its new auditors.

By Order of the Board

Christian Kwok-Leun Yau Heilesen

Executive Director

20 February 2020

Notes:

1. (a) A member of the Company who is not a Relevant Intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
(b) A member of the Company who is a Relevant Intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
(c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act.
2. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the registered office of the Company at **280 Woodlands Industrial Park E5, #10-50 Harvest @ Woodlands, Singapore 757322**, not less than **72 hours** before the time fixed for holding the EGM.
4. 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.

Personal data privacy:

By attending the EGM and/or any adjournment thereof and/or submitting the Proxy Form 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 (a) 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 and administration 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**"), and (b) 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 (c) 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.