



**IMPERIUM
CROWN**

IMPERIUM CROWN LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 199505053Z)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Imperium Crown Limited (the “**Company**”) will be held 27 January 2023 at 10:00 a.m. at Singapore Polytechnic Graduates Guild, Carnation Room, Level 3, 1010 Dover Road, Singapore 139658 for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions set out below.

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 12 January 2023 (the “**Circular**”).

ORDINARY RESOLUTION 1: THE PROPOSED DISPOSAL OF THE LAND USE RIGHTS IN RESPECT OF THE LAND AND THE PROPOSED DISPOSAL OF THE WONDER STONE HOTEL AND THE LAND USE RIGHTS IN RESPECT OF THE LAND ON WHICH THE WONDER STONE HOTEL IS SITUATED

That:

- (a) approval be and is hereby given for the Proposed Land Disposal to the Land Purchaser on the terms and conditions of the Land Use Rights Re-acquisition Agreement and the Proposed Hotel Disposal to the Hotel Purchaser on the terms and conditions of the Asset Transfer Agreement as a major transaction under Chapter 10 of the Catalist Rules and a disposal of the whole or substantially the whole of the Company’s undertaking or property under Section 160 of the Companies Act;
- (b) the Directors be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to the Land Use Rights Re-acquisition Agreement, the Asset Transfer Agreement and the Proposed Disposals; and
- (c) any and all actions taken by any Director or the Company in respect of the matters considered in this resolution be and are hereby approved and ratified.

ORDINARY RESOLUTION 2: THE PROPOSED DIVERSIFICATION OF THE GROUP’S BUSINESS INTO THE INTERIOR DESIGN BUSINESS

That:

- (a) approval be and is hereby given for the Proposed Diversification of the business of the Group into the ID Business;
- (b) the Directors be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to the Proposed Diversification; and
- (c) any and all actions taken by any Director or the Company in respect of the matters considered in this resolution be and are hereby approved and ratified.

BY ORDER OF THE BOARD

Sun Bowen
Executive Director
Singapore, 12 January 2023

Notes:

1. The EGM will be held, in a wholly physical format, at Singapore Polytechnic Graduates Guild, Carnation Room, Level 3, 1010 Dover Road, Singapore 139658 on 12 January 2023, at 10:00 a.m. pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for members of the Company (the “Members”) to participate virtually.** A printed copy of this Notice of EGM will not be sent to the Members. Instead, this Notice of EGM will be sent to the Members by electronic means via publication on the Company’s corporate website at the URL <https://www.imperium-crown.com/news>. This Notice of EGM will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Arrangements relating to:
 - (a) attendance at the EGM;
 - (b) submission of questions in advance of, or at, the EGM, and addressing of substantial and relevant questions in advance of, or at, the EGM, in relation to any resolutions set out in this Notice of EGM; and
 - (c) voting at the EGM by the Member or through his / her / its duly appointed proxy(ies),are set out in the accompanying Circular dated 12 January 2023. The Circular may be accessed at the Company’s corporate website at the URL <https://www.imperium-crown.com/news>, and will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Each of the resolutions to be put to the vote of Members at the EGM (and at any adjournment thereof) will be voted on by way of a poll.
4.
 - (a) A Member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such Member’s instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
 - (b) A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member’s instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
5. A proxy need not be a Member of the Company.
6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the registered office of the Company at 1 Commonwealth Lane, #06-20 One Commonwealth, Singapore 149544; or
 - (b) if submitted electronically, be sent via email to the Company, at egm2023@imperium-crown.com,in either case, not less than seventy-two (72) hours before the time appointed for holding the EGM.

The Proxy Form may be accessed at the Company’s corporate website at the URL <https://www.imperium-crown.com/news> and SGX’s website at the URL <https://www.sgx.com/securities/companyannouncements>. A Member who wishes to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
7. Completion and return of the instrument appointing a proxy(ies) by a Member will not prevent him / her from attending, speaking and voting at the EGM if he / she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the Member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
8. Central Provident Fund (“CPF”) or Supplemental Retirement Scheme (“SRS”) investors who hold the Company’s shares through CPF Agent Banks or SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5:00 p.m. on Friday, 13 January 2023**.
9. The Circular may be accessed at the Company’s corporate website at the URL <https://www.imperium-crown.com/news> and will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy:

By submitting (a) an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, or (b) questions in advance of, or at the EGM, in relation to any resolution set out in the Notice of EGM, a Member of the Company:

- (1) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes (collectively, the "**Purposes**"):
 - (a) processing and administration and analysis by the Company (or its agents or service providers) of the appointment of a proxy(ies) and/or representative(s) for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the EGM (including any adjournment thereof);
 - (b) processing of the registration for purpose of granting access to the Members (or their corporate representatives in the case of the Members which are legal entities) to observe the proceedings of the EGM of the Company and providing them with any technical assistance where necessary;
 - (c) addressing all substantial and relevant questions received from the Members relating to the resolutions set out in the Notice of EGM to be tabled for approval at the EGM prior to, or at, the EGM and if necessary, following up with the relevant Members in relation to such questions; and
 - (d) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.
- (2) warrants that where the Member discloses the personal data of the Member's proxy(ies) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy(ies) for the Purposes and 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.