



ASIAN MICRO HOLDINGS LIMITED

(Company Registration No. 199701052K)
(Incorporated In The Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Asian Micro Holdings Limited (the "Company") will be held at Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162 on 2 May 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:-

All capitalised terms used in this Notice of Extraordinary General Meeting which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to the Shareholders of the Company dated 16 April 2018.

ORDINARY RESOLUTION 1

APPROVAL OF THE CONDITIONAL DEBT CONVERSION AGREEMENT AND PROPOSED TRANSACTIONS

THAT:

- (a) the execution of the conditional debt conversion agreement entered into between the Company, Asian Micro Sdn. Bhd., Leverage Income Sdn Bhd, ACI Industries Pte Ltd, AM NGV (S) Pte Ltd, Lim Kee Liew @ Victor Lim, Leong Lai Heng and Ng Chee Wee dated 14 March 2018 ("DCA") be and is hereby approved, confirmed and ratified;
- (b) the transactions contemplated under the DCA, including but not limited to the Proposed Debt Conversion and the Proposed Issue of Vehicle Instalment Settlement Shares be and are hereby approved, confirmed and ratified;
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the DCA and this Resolution.

ORDINARY RESOLUTION 2

APPROVAL OF ISSUE OF 37,233,700 NEW SHARES TO LIM KEE LIEW @ VICTOR LIM

THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 37,233,700 new Shares to Lim Kee Liew @ Victor Lim, at the issue price of S\$0.01 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 812 of the Catalyst Rules, approval be and is hereby given for the allotment and issuance of 37,233,700 new Shares to Lim Kee Liew @ Victor Lim, a director and controlling shareholder of the Company;
- (c) pursuant to Rule 906(1)(a) of the Catalyst Rules, approval be and is hereby given for Proposed Debt Conversion and issuance of Vehicle Instalment Settlement Shares, being an interested person transaction; and
- (d) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

ORDINARY RESOLUTION 3

APPROVAL OF ISSUE OF 3,750,000 NEW SHARES TO LEONG LAI HENG

THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 3,750,000 new Shares to Leong Lai Heng, at the issue price of S\$0.01 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 812 of the Catalyst Rules, approval be and is hereby given for the allotment and issuance of 3,750,000 new Shares to Leong Lai Heng, a controlling shareholder of the Company; and
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

ORDINARY RESOLUTION 4

APPROVAL OF ISSUE OF 4,250,000 NEW SHARES TO NG CHEE WEE

THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 4,250,000 new Shares to Ng Chee Wee, at the issue price of S\$0.01 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 812 of the Catalyst Rules, approval be and is hereby given for the allotment and issuance of 4,250,000 new Shares to Ng Chee Wee, a director of the Company; and
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

BY ORDER OF THE BOARD

Toh Li Ping, Angela
Company Secretary

Singapore
16 April 2018

Notes:

- (1) A member of the Company who is not a relevant intermediary, is entitled to attend and vote at the Extraordinary General Meeting of the Company, and may appoint not more than two (2) proxies to attend and vote in his stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
- (2) A member who is a relevant intermediary, is entitled to appoint more than two (2) proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
- (3) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
- (4) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the Company's registered office at 63 Hillview Avenue, #08-01, Lam Soon Industrial Building, Singapore 669569 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
- (5) The instrument appointing a proxy must be signed by the appointer 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. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- (6) A Depositor's name must appear on the Depository Register maintained by CDP not less than 72 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr. Khong Choun Mun, Registered Professional, RHT Capital Pte. Ltd. at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619 telephone (65) 6381 6757.