



BOLDTEK HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201224643D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Boldtek Holdings Limited (the "Company") will be held at 24 Kranji Road, Singapore 739465 on 29 October 2018 at 4 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting ("AGM") of the Company to be held at 3 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 10 October 2018 (the "Circular") to the Shareholders of the Company.

ORDINARY RESOLUTION 1

THE PROPOSED ADOPTION OF THE BOLDTEK EMPLOYEE SHARE OPTION SCHEME THAT:-

- (a) the share option scheme to be known as the "Boldtek Employee Share Option Scheme" ("Scheme"), particulars of which are set out in the Circular, under which options ("Options") to subscribe for ordinary shares ("Shares") in the capital of the Company will be granted to selected Employees and Directors (including Non-Executive Directors) of the Company and its Subsidiaries and Controlling Shareholders and/or their Associates be approved;
- (b) any and all Directors be and is hereby authorised:-
- to establish and administer the Scheme;
 - to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
 - to offer and grant Options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the Scheme and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any treasury shares and subsidiary holdings) on the day immediately preceding the relevant Date of Grant of Options; and
 - to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

ORDINARY RESOLUTION 2

THE PROPOSED GRANT OF OPTIONS UNDER THE SCHEME AT A DISCOUNT

THAT subject to and contingent upon the passing of Ordinary Resolution 1 being approved, approval be given for Options to be granted under the Scheme for the subscription of Shares at subscription prices which may, at the discretion of the committee administering the Scheme, be subject to a discount to the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such Market Price to be determined in accordance with the Rules of the Scheme), provided that the maximum discount which may be given shall not exceed 20% of the relevant Market Price for the Shares applicable to that Option.

ORDINARY RESOLUTION 3

THE PROPOSED PARTICIPATION BY MR PHUA LAM SOON, THE CHIEF EXECUTIVE OFFICER AND A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation in the Scheme by Mr Phua Lam Soon, the Chief Executive Officer and a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 4

THE PROPOSED GRANT OF 2,784,375 OPTIONS TO MR PHUA LAM SOON, THE CHIEF EXECUTIVE OFFICER AND A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 above, approval be and is hereby given for the proposed grant of 2,784,375 Options to Mr Phua Lam Soon, the Chief Executive Officer and a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Scheme on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the total number of exercise of the Options:-

- Proposed Date of Grant of Options : Any time within four (4) weeks from the date of the EGM
- Number of Shares comprised in the proposed Options : 2,784,375 Options comprising 2,784,375 Shares (representing approximately 1.50% of the total issued Shares as at the Latest Practicable Date and 10.00% of the total number of Shares available under the Scheme)
- Exercise Price per Share : Market Price
- Exercise Period : Exercisable at any time after one (1) year from the Date of Grant, subject as provided in Rule 11 and Rule 15 of the proposed Rules of the Scheme as set out in Appendix 1 to the Circular
- Validity period of the Options : Ten (10) years from the Date of Grant

ORDINARY RESOLUTION 5

THE PROPOSED PARTICIPATION OF MS ONG SIEW ENG, AN EXECUTIVE DIRECTOR AND A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation in the Scheme by Ms Ong Siew Eng, an Executive Director and a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 6

THE PROPOSED GRANT OF 2,784,375 OPTIONS TO MS ONG SIEW ENG, AN EXECUTIVE DIRECTOR AND A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolutions 1 and 5 above, approval be and is hereby given for the proposed grant of 2,784,375 Options to Ms Ong Siew Eng, an Executive Director and a Controlling Shareholder of the Company, pursuant to and in accordance with the Rules of the Scheme on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Options:-

- Proposed Date of Grant of Options : Any time within four (4) weeks from the date of the EGM
- Number of Shares comprised in the Options : 2,784,375 Options comprising 2,784,375 Shares (representing approximately 1.50% of the total issued Shares as at the Latest Practicable Date and 10.00% of the total number of Shares available under the Scheme)

- Exercise Price per Share : Market Price
- Exercise Period : Exercisable at any time after one (1) year from the Date of Grant, subject as provided in Rule 11 and Rule 15 of the proposed Rules of the Scheme as set out in Appendix 1 to the Circular
- Validity period of the Options : Ten (10) years from the Date of Grant

ORDINARY RESOLUTION 7

THE PROPOSED ADOPTION OF THE SHARE BUY BACK MANDATE THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
 - off-market purchases (each an "Off-Market Purchase") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other provisions of the Companies Act and the Listing Manual (Section B: Rules of Catalyst) of the SGX-ST as may for the time being be applicable (the "Share Buy Back Mandate");
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- the date on which the next annual general meeting of the Company ("AGM") is held or is required by law to be held;
 - the date on which the buy backs of Shares pursuant to the Share Buy Back Mandate are carried out to the full extent mandated; or
 - the date on which the authority conferred in the Share Buy Back Mandate is varied or revoked,
- whichever is the earliest ("Relevant Period").

- (d) for purposes of this Resolution:

"Prescribed Limit" means 10% of the issued Shares as at the date of the passing of this Resolution unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the number of issued Shares shall be taken to be the number of issued Shares as altered (excluding any treasury shares that may be held by the Company from time to time); and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- in the case of a Market Purchase: 105% of the Average Closing Price (as hereinafter defined); and
- in the case of an Off-Market Purchase: 120% of the Average Closing Price, where: "Average Closing Price" means the average of the closing market prices of a Share over the last 5 market days, on which transactions in the Shares were recorded, preceding the day of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (e) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board
BOLDTEK HOLDINGS LIMITED

Phua Lam Soon
Chief Executive Officer
10 October 2018

Notes:

- (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified).

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- A proxy need not be a member of the Company.
- An instrument appoint a proxy or proxies must be deposited at the registered office of the Company at 24 Kranji Road, Singapore 739465, not less than 48 hours before the time for holding the EGM or any adjournment thereof.
- A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears on the Depository Register 72 hours before the time set for the EGM.

PERSONAL DATA PRIVACY: By submitting an instrument appointing a proxy(ies) and/or representatives 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.