



MERCURIUS CAPITAL  
INVESTMENT LIMITED

**MERCURIUS CAPITAL INVESTMENT LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 198200473E)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Mercurius Capital Investment Limited (the "Company") will be held at Singapore Swimming Club, Fort Room, 45 Tanjong Rhu, Singapore 436899 on Friday, 26 April 2019 at 9:30 a.m., to transact the following business:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr. Chang Wei Lu who is retiring pursuant to Article 95(2) of the Company's Constitution, as a Director of the Company. **(Resolution 2)**  
[See Explanatory Note (i)]
- To re-elect Mr. Chieng You Ping who is retiring pursuant to Article 95(2) of the Company's Constitution, as a Director of the Company. **(Resolution 3)**  
[See Explanatory Note (ii)]
- To re-appoint Messrs Nexia TS Public Accounting Corporation as Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**
- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions, with or without modifications:

- Authority to allot and issue shares in the capital of the Company  
(a) "That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act"), the Company's Constitution, and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), authority be and is hereby given to the directors of the Company ("Directors") to:
  - allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
  - make or grant offers, agreements or options (collectively, the "Instruments") that might or would require Shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors while this Resolution is in force, provided that:
  - the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to the existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) shall be calculated based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:
    - new Shares arising from the exercise of share options or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Resolution;
    - (where applicable) new Shares arising from the exercise of share options or vesting of awards outstanding or subsisting at the time of passing of this Resolution, provided that such share options or share awards (as the case may be) were granted in compliance with the Catalist Rules; and
    - any subsequent bonus issue, consolidation or sub-division of Shares;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company; and
  - (unless previously revoked or varied by the Company in a general meeting) such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company, or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier."  
[See Explanatory Note (iii)] **(Resolution 5)**

By Order of the Board

Chang Wei Lu  
Executive Chairman and Chief Executive Officer  
11 April 2019  
Singapore

**Explanatory Notes:**

- Mr. Chang Wei Lu will, upon re-election, remain as the Executive Chairman and Chief Executive Officer of the Company. Detailed information on Mr. Chang Wei Lu is found in the Company's annual report 2018 in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement".
- Mr. Chieng You Ping will, upon re-election, remain as a Non-Executive Non-Independent Director of the Company, a member of the Audit Committee, Nominating Committee and Remuneration Committee. Detailed information on Mr. Chieng You Ping is found in the Company's annual report 2018 in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement".

Ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors from the date of the AGM until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares and to make or grant instruments (such as warrants and debentures) convertible into Shares, and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) of which up to fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), may be issued other than a *pro-rata* basis to the shareholders of the Company.

**NOTES:**

- A member who is not a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the "Act") may appoint not more than two (2) proxies to attend, speak and vote at the Annual General Meeting ("AGM") on his/her behalf. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholdings concerned to be represented by each proxy shall be specified in the form of proxy. A proxy need not be a member of the Company.
- A member who is a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member 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 form of proxy.

"Relevant Intermediary" is:

- a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
  - the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or on his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its seal or under the hand of an officer or attorney duly authorised, failing which the Instrument may be treated as invalid.
  - The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building, Singapore 048544 not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to the Annual 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual 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 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, ZICO Capital Pte. Ltd. ("Sponsor") for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. 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 Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd., at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*