

## MERCURIUS CAPITAL INVESTMENT LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 198200473E)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**Meeting**") of MERCURIUS CAPITAL INVESTMENT LIMITED ("**Company**") and together with its subsidiaries, the "**Group**") will be held at Atrium Suite 3, Mandarin Oriental, 5 Raffles Ave, Marina Square, Singapore 039797 on 30 March 2017 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below as ordinary resolution:

#### ORDINARY RESOLUTION 1: PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE PROPERTY DEVELOPMENT AND PROPERTY INVESTMENT

THAT approval be and is hereby given:

- (a) for the proposed diversification by the Group of its core business to include property development and property investment ("**Proposed New Business**") that involve activities such as:
  - (i) undertaking real estate-related investments and property development activities (including acquisition, development and/or sales of real estate), and holding of investments in real estate and residential, hospitality (including hotels and/or serviced residences), commercial (retail and office), industrial and any other suitable types of properties (including mixed development properties) ("**Property Related Assets**"); and
  - (ii) acquiring and holding investments in Property Related Assets including the development of Property Related Assets, trading in and holding the same for long term investment, including but not limited to the collection of rent, capital growth potential and/or provision of property related services and facilities.
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/ interests in any entity that is in the Proposed New Business on such terms and conditions as the directors of the Company ("**Directors**") deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to enter into all such transactions, arrangements and agreements to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

#### ORDINARY RESOLUTION 2: PROPOSED DISPOSAL OF THE COMPANY'S ENTIRE SHAREHOLDING IN CHINA CHILDREN FASHION HOLDINGS PTE. LTD. AND ITS SUBSIDIARIES

THAT approval be and is hereby given:

- (a) for the proposed disposal of the Company's entire shareholding in China Children Fashion Holdings Pte. Ltd. and its subsidiaries; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to enter into all such transactions, arrangements and agreements to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

## MERCURIUS CAPITAL INVESTMENT LIMITED

Chang Wei Lu  
Executive Chairman and Chief Executive Officer  
15 March 2017

### Notes:

- (1) Save as provided in the Constitution, a member (other than a Relevant Intermediary\*) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (2) A Relevant Intermediary may appoint more than two proxies, 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 shares shall be specified).
- (3) A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
- (4) The instrument appointing the proxy must be deposited at the registered office of the Company at 33 Ubi Avenue 3, #08-38 Vertex Singapore 408868 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof.

\* A Relevant Intermediary is: (a) a banking corporation licensed under the Banking Act (Cap. 19) 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 (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.

### PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R & T Corporate Services Pte. Ltd. ("**Sponsor**"), 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 announcement including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Mr. Howard Cheam Heng Haw (Telephone Number: +65 6232 0685), R & T Corporate Services Pte. Ltd., at 9 Battery Road #25-01, Singapore 049910.