



EMERGING TOWNS & CITIES SINGAPORE LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 198003839Z)
(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in the Resolutions below and defined in the circular dated 11 December 2017 to the shareholders of the Company (the "Circular") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company will be held at 55 Market Street #03-01, Singapore 048941 on 26 December 2017 (Tuesday) at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following Resolutions:

ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION OF 320 SHARES REPRESENTING 8% OF THE TOTAL ISSUED AND PAID-UP SHARES OF UNI GLOBAL POWER PTE. LTD. FROM ASIABIZ SERVICES LTD

Resolved that subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) approval be and is hereby given for the acquisition of 320 shares representing 8% of the total issued and paid-up shares of Uni Global Power Pte. Ltd. (the "Target") by the Company's wholly-owned subsidiary, DAS Pte. Ltd. ("DAS"), from Asiabiz Services Ltd ("ASL") in accordance with the terms and conditions of the sale and purchase agreement entered into between DAS and ASL (the "ASL Acquisition") which constitutes an interested person transaction under the Catalist Rules; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the proposed ASL Acquisition, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the proposed ASL Acquisition.

ORDINARY RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUE OF 37,940,000 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.09 EACH TO ASIABIZ SERVICES LTD

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1, authority be and is hereby given to the Directors:

- (a) to allot and issue to ASL an aggregate of 37,940,000 ordinary shares in the Company, credited as fully paid-up, at an issue price of S\$0.09 each as part satisfaction of the consideration for the ASL Acquisition; and
- (b) to complete and do all acts and things (including any other agreements or documents and procurement of third party consents) as they may consider necessary or expedient for the purposes of, in connection with or to give effect to this resolution as they think fit and in the interests of the Company.

Shareholders should note that Ordinary Resolutions 1 and 2 are inter-conditional upon each other. This means that:

- (a) if Ordinary Resolution 2 is not passed, Ordinary Resolution 1 would not be passed; and
- (b) if Ordinary Resolution 1 is not passed, Ordinary Resolution 2 would not be passed.

ORDINARY RESOLUTION 3 – THE PROPOSED ACQUISITION OF 360 SHARES REPRESENTING 9% OF THE TOTAL ISSUED AND PAID-UP SHARES OF UNI GLOBAL POWER PTE. LTD. FROM D3 CAPITAL LIMITED

Resolved that subject to and contingent upon the passing of Ordinary Resolution 4:

- (a) approval be and is hereby given for the acquisition of 360 shares representing 9% of the total issued and paid-up shares of the Target by DAS from D3 Capital Limited ("D3") in accordance with the terms and conditions of the sale and purchase agreement entered into between DAS and D3 (the "D3 Acquisition") which constitutes an interested person transaction under the Catalist Rules; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the proposed D3 Acquisition, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the proposed D3 Acquisition.

ORDINARY RESOLUTION 4 – THE PROPOSED ALLOTMENT AND ISSUE OF 94,850,000 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.09 EACH TO D3 CAPITAL LIMITED

Resolved that subject to and contingent upon the passing of Ordinary Resolution 3, authority be and is hereby given to the Directors:

- (a) to allot and issue to D3 an aggregate of 94,850,000 ordinary shares in the Company, credited as fully paid-up, at an issue price of S\$0.09 each as satisfaction of the consideration for the D3 Acquisition; and
- (b) to complete and do all acts and things (including any other agreements or documents and procurement of third party consents) as they may consider necessary or expedient for the purposes of, in connection with or to give effect to this resolution as they think fit and in the interests of the Company.

Shareholders should note that Ordinary Resolutions 3 and 4 are inter-conditional upon each other. This means that:

- (c) if Ordinary Resolution 4 is not passed, Ordinary Resolution 3 would not be passed; and
- (d) if Ordinary Resolution 3 is not passed, Ordinary Resolution 4 would not be passed.

By Order of the Board

Christopher Chong Meng Tak
Non-Executive Group Chairman
11 December 2017

Notes:

- (1) A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (2) A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, 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 proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act (Cap. 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;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 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.
- (3) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
 - (4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **80 Raffles Place #26-05 UOB Plaza 1 Singapore 048624** at least 72 hours before the time fixed for the Extraordinary General Meeting. A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited not less than 72 hours before the time appointed for the holding of the Extraordinary General Meeting in order for him to be entitled to vote at the Extraordinary General Meeting.
 - (5) By attending the Extraordinary General Meeting and/or any adjournment thereof or 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.