



SINGAPORE MYANMAR INVESTCO LIMITED

Company Registration Number 200505764Z
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of **SINGAPORE MYANMAR INVESTCO LIMITED** (the “Company”) will be held at Sky Garden Meeting Room, 21st Floor, Straits Trading Building, 9 Battery Road, Singapore 049910 on 25 May 2017 at 4.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

(A) THE PROPOSED CONVERSION OF THE AGGREGATE OUTSTANDING AMOUNT OF US\$3,533,867.43 OWING TO MR HO KWOK WAI AND MR MARK FRANCIS BEDINGHAM BY THE COMPANY INTO UP TO 11,885,573 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$0.42 PER SHARE; AND

(B) THE PROPOSED NEW SHARE ISSUE MANDATE

ORDINARY RESOLUTIONS

Resolution 1: The Proposed Debt Conversion and the allotment and issue of Debt Conversion Shares to Mr Ho Kwok Wai

That:

- pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for the Proposed Debt Conversion being an Interested Person Transaction;
- pursuant to Chapter 8 of the Listing Manual, the Directors of the Company be and are hereby authorised to allot and issue up to 10,188,945 Debt Conversion Shares to Mr Ho Kwok Wai in repayment of an aggregate amount of US\$3,029,419.00 owed by the Company to Mr Ho Kwok Wai (including accrued interest thereon at a rate of 2.34% per annum) at an issue price of S\$0.42 per Debt Conversion Share pursuant to and subject to the terms and conditions of the Debt Conversion Deed; and
- the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Debt Conversion Shares, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Debt Conversion.

Resolution 2: The Proposed Debt Conversion and the allotment and issue of Debt Conversion Shares to Mr Mark Francis Bedingham

That:

- pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for the Proposed Debt Conversion being an Interested Person Transaction;
- pursuant to Chapter 8 of the Listing Manual, the Directors of the Company be and are hereby authorised to allot and issue up to 1,696,628 Debt Conversion Shares to Mr Mark Francis Bedingham in repayment of an aggregate amount of US\$504,448.43 owed by the Company to Mr Mark Francis Bedingham (including accrued interest thereon at a rate of 2.34% per annum) at an issue price of S\$0.42 per Debt Conversion Share pursuant to and subject to the terms and conditions of the Debt Conversion Deed; and
- the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Debt Conversion Shares, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Debt Conversion.

Resolution 3: Proposed New Share Issue Mandate

That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual:

The resolution passed by Shareholders as Ordinary Resolution 3 at the EGM of the Company held on 26 July 2016 be and is hereby revoked and that the Directors be and are hereby authorised and empowered to:

- issue Shares whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options 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 (collectively, “Instruments”),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares 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 total number of issued Shares shall be calculated and based on the total number of issued Shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - the Debt Conversion Shares to be issued pursuant to the Proposed Debt Conversion (if approved);
 - any new Shares arising from the conversion or exercise of any convertible securities in issue when the Proposed New Share Issue Mandate is approved;
 - any new Shares arising from exercising options or vesting of share awards outstanding or subsisting when the Proposed New Share Issue Mandate is approved; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority granted by this Resolution, the Company shall comply with the provisions of Companies Act, the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (unless revoked or varied by the Company in a general meeting), such authority granted under this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

ABSTENTION FROM VOTING

Mr Ho Kwok Wai and his Associates shall abstain from exercising any voting rights on Resolution 1 set out in this Notice of EGM, while Mr Mark Francis Bedingham and his Associates shall abstain from exercising any voting rights on Resolution 2 set out in this Notice of EGM.

By Order of the Board

Singapore Myanmar Investco Limited

Mark Francis Bedingham
Executive Director, President and CEO
4 May 2017

Notes:

- A shareholder of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A shareholder 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 shareholder of the Company.
- Intermediaries such as banks and capital markets services licence holders which provide custodial services and are shareholders of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898, not later than 48 hours before the time appointed for the holding of the EGM.
- The instrument appointing a proxy must be signed by the appointor 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.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- Terms not defined in this Notice of EGM shall have the meanings ascribed to them in the circular to shareholders dated 4 May 2017.

PERSONAL DATA PRIVACY:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) 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, proxy 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.