

恩系控股有限公司

公司注册号: 200509967G
(在新加坡共和国注册成立)

临时股东大会通告

依照《公司法》(第50章)第177节之规定, 恩系控股有限公司(下称“公司”)将于2016年12月22日上午10点在新加坡莱佛士大道1号新达城国际会展中心333会议室(邮编: 039593)召开公司临时股东大会(简称“EGM”), 审议并酌情通过以下议案以及处理以下事务, 特此通告。

特别事项: 审议并酌情通过拟以普通议案提出的以下议案:

根据《公司法》第50章第161条以及《新加坡证券交易有限公司上市手册》第806条(B款: 市场规则)以及《公司章程》相关规定, 在于2016年4月26日举行的年度股东大会中由股东通过的第8项决议所赋予公司董事的所有以下权利, 即:

- (A) 无论何时, 根据上述条款与条件, 为以下目的, 向任何董事以其绝对酌情决定权认为适合的人
 - (i) 发行公司股本的股份(“股份”)(以股权、分红或其他形式发行的股份); 以及/或
 - (ii) 做出或授予邀约、协议或期权(统称“金融工具”), 包括但不限于制定或发行(以及调整)可能需要或者按要求发行股份的担保、抵押或者其可转换或交易成股份形式的金融工具;
- (B) (尽管由此项决议赋予的权利可能不再具有效力)在本决议仍具有效力时根据董事做出或授予的金融工具发行股份。

予以立即撤销, 不再具有任何效力。

(第1项决议)

日期: 2016年12月6日

下列公司股东依照《公司法》(第50章)第177节行使权利

姓名: Ong Mun Wah 姓名: Edi Ng
持股数: 20,000,200 股 持股数: 10,000,000 股

说明:

- (i) 就第1项决议案而言, 如果阁下赞成撤销对董事会发行及配发新股的授权, 请在“赞成”一栏做标记; 如果不赞成, 请在“反对”一栏做标记。
- (ii) 如果阁下有对第1项决议案投票赞成票, 公司董事会将不能再单方面发行股票, 所有股票的发行需在股东大会上得到股东批准方可进行。
- (iii) 除法令第181节(6)中所定义的相关中间人之外, 有权出席临时股东大会并享有发言权及表决权的股东可委托不超过两(2)名代理人代理自己出席大会、发言及投票。委托一(1)名以上代理人时, 需在委托书中注明每位代理人所代理的具体股权比例(以占整体股权的百分比表示)。
- (iv) 根据法令第181节(1c)中的规定, 第186节(6)中定义的相关中间人有权委托两(2)名以上代理人出席临时股东大会、发言和投票, 但每个代理人所行使的权利必须是该股东所持有的不同股份份额所赋予的权利。该股东任命两(2)名以上代理人时, 需在委托书中注明每位代理人所代理的具体持股数和股票类别。
- (v) 指定了一个或数个代理人的委托书填好之后, 连同其所签署的授权书(如有的话)或者其经过核证的副本, 必须在临时股东大会举行之前至少四十八(48)小时交到临时股东大会设在新加坡联邦巷1号联邦大厦#06-21(邮编: 149544), Alternative Advisors 私人有限公司的独立监票处。

个人信息隐私

本公司股东如果提交了委托书, 委托他人代理和/或代表自己出席临时股东大会及/或其休会期, 行使发言及投票权, 则该股东(i)同意公司和独立监票处(或其代理机构)出于以下目的收集、使用和披露其个人信息: 出于对其所委托的代理人和代表进行审核、管理和分析方面的需要; 出于准备和编制出席者花名册、会议纪要以及为临时股东大会(包括任何休会期)有关的其它文件的需要; 出于对任何适用法律、挂牌规则、条例和/或指导方针的遵守(统称为“目的”)。

(ii) 保证向公司和独立监票处(或其代理机构)披露其代理人和/或代表的个人信息, 并保证公司和独立监票处(或其代理机构)出于“目的”可对所披露的其代理人和/或代表的个人信息进行收集、使用和披露; (iii) 同意就自己违反保证所造成的任何处罚、负债、索赔、诉求、损失和损害对公司和独立监票处(或其代理机构)进行赔偿。

NATURAL COOL HOLDINGS LIMITED

Company Registration Number: 200509967G
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the members of Natural Cool Holdings Limited (the “Company”) called pursuant to Section 177 of the Companies Act (Cap. 50) will be held at Meeting Room 333, International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City Singapore 039593 on 22 December 2016 at 10.00am, for the purposes of considering and if thought fit, passing the following resolution and transacting the following businesses:

AS SPECIAL BUSINESS to consider and if thought fit, to pass the following Resolution, which will be proposed as an Ordinary Resolution:

That all authority given to the Directors of the Company by Resolution 8 passed by shareholders at the Annual General Meeting held on 26 April 2016 pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited and the Articles of Association of the Company, to:

- (A) (i) issue shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise); and/or
 - (ii) make or grant offers, agreements, or options (collectively, “Instruments”) that might or require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable 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
- (B) (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 while this Resolution was in force.”

be and is hereby revoked forthwith and shall no longer be in force with immediate effect.

(Resolution 1)

Dated this 6th day of December 2016

PURSUANT TO AN EXERCISE OF RIGHTS BY THE UNDERMENTIONED MEMBERS OF THE COMPANY, UNDER SECTION 177 OF THE COMPANIES ACT (CAP. 50)

Name: Ong Mun Wah Name: Edi Ng
Number of Shares: 20,000,200 Number of Shares: 10,000,000

Notes:

- (i) In relation to the Resolution 1, please place a mark in the “For” column should you wish to exercise all your votes in favour of revoking the authority conferred on the Board of Directors to issue and allot new shares and a mark in the “Against” column should you wish to vote against the revocation of the said authority.
- (ii) If you vote in favour of Resolution 1, the Board of Directors of the Company would no longer be able to issue shares unilaterally. All share issuances will be subject to shareholders’ approval at a general meeting.
- (iii) Except for a member who is a relevant intermediary as defined under Section 181(6) of the Act, a member entitled to attend, speak and vote at the EGM may appoint not more than two (2) proxies to attend, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the proxy form.
- (iv) Pursuant to Section 181(1C) of the Act, a member who is a relevant intermediary as defined under Section 181(6) of the Act is entitled to appoint more than two (2) 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 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 proxy form.
- (v) The duly completed instrument appointing a proxy or proxies together with the letter of power of attorney, if any, under which it is signed or a duly certified copy thereof, must be deposited at the office of the Independent Scrutineers for the EGM, Alternative Advisors Pte Ltd, at 1 Commonwealth Lane, #06-21, One Commonwealth, Singapore 149544 not less than forty-eight (48) hours before the time appointed for the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company and the Independent Scrutineer (or their agents) for the purpose of the processing, administration and analysis of the Company and the Independent Scrutineer (or their 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 Company and the Independent Scrutineer (or their 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) for the collection, use and disclosure by Company and the Independent Scrutineer (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify Company and the Independent Scrutineer (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.