



IMPERIUM
CROWN

IMPERIUM CROWN LIMITED

(Incorporated in Singapore)
(Unique Entity Number 199505053Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("EGM") of the shareholders of Imperium Crown Limited (the "**Company**") will be held on Thursday, 29 March 2018 at 10:00 a.m. at Singapore Polytechnic Graduates' Guild, Poolside Events Room, Level 1, 1010 Dover Road, Singapore 139658 for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 14 March 2018 (the "Circular").

ORDINARY RESOLUTION 1:

THE PROPOSED GRANT OF OPTIONS TO MR. SUN BOWEN AS AN INTERESTED PERSON TRANSACTION

That, subject to and contingent upon the passing of Ordinary Resolution 3:

- approval be and is hereby given for the allotment and issuance by the Company of an aggregate of 300,000,000 share options (the "**Options to Mr. Sun Bowen**") to Mr. Sun Bowen, with each Option carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**Option Shares to Mr. Sun Bowen**") at the exercise price of S\$0.085 on and subject to the terms of the option agreement entered into with Mr. Sun Bowen, and which constitutes an interested person transaction under the Catalyst Rules (the "**Option Agreement with Mr. Sun Bowen**");
- the allotment and issue of an aggregate of 300,000,000 Option Shares upon the exercise of the Options to Mr. Sun Bowen shall be fully paid and shall rank *pari passu* in all respects with the then existing shares of the Company except that such Option Shares to Mr. Sun Bowen shall not be entitled to any dividends, rights, allotments, distributions or other entitlements, the Record Date of which falls on or prior to the date of allotment of the Option Shares to Mr. Sun Bowen, and will be admitted to listing on the Catalyst of the SGX-ST;
- approval be and is hereby given for the issue of additional Options to Mr. Sun Bowen and/or the adjustment to the Exercise Price of the Options to Mr. Sun Bowen as may be required or permitted to be issued on and subject to the terms of the Option Agreement with Mr. Sun Bowen, whereby such additional Options to Mr. Sun Bowen shall rank *pari passu* in all respects with the existing Options to Mr. Sun Bowen and for all purposes form part of the same series;
- approval be and is hereby given for the allotment and issue of such further Option Shares to Mr. Sun Bowen as may be required to be allotted and issued upon the exercise of any Options to Mr. Sun Bowen referred to in paragraph (c) of this resolution, whereby such further Option Shares shall rank *pari passu* in all respects with the then existing shares of the Company except that such further Option Shares shall not be entitled to any dividends, rights, allotments, distributions or other entitlements, the Record Date of which falls on or prior to the date of allotment of the Option Shares, and will be admitted to listing on the Catalyst of the SGX-ST;
- the directors of the Company ("**Directors**") be and are hereby authorised to allot and issue the Option Shares and any further Option Shares to Mr. Sun Bowen pursuant to the terms of the Option Agreement with Mr. Sun Bowen; and
- the Directors and each of them be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the matters referred to in paragraphs (a) to (e) of this resolution, including but not limited to the Option Agreement with Mr. Sun Bowen, the transactions contemplated thereunder, the Grant of Options to Mr. Sun Bowen and the allotment and issue of the Option Shares to Mr. Sun Bowen.

ORDINARY RESOLUTION 2:

THE PROPOSED GRANT OF OPTIONS TO MR. WEE HENRY

That, subject to and contingent upon the passing of Ordinary Resolution 4:

- approval be and is hereby given for the allotment and issuance by the Company of an aggregate of 300,000,000 share options (the "**Options to Mr. Wee Henry**") to Mr. Wee Henry, with each Option carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**Option Shares to Mr. Wee Henry**") at the exercise price of S\$0.085 on and subject to the terms of the option agreement entered into with Mr. Wee Henry (the "**Option Agreement with Mr. Wee Henry**");
- the allotment and issue of an aggregate of 300,000,000 Option Shares upon the exercise of the Options to Mr. Wee Henry shall be fully paid and shall rank *pari passu* in all respects with the then existing shares of the Company except that such Option Shares to Mr. Wee Henry shall not be entitled to any dividends, rights, allotments, distributions or other entitlements, the Record Date of which falls on or prior to the date of allotment of the Option Shares to Mr. Wee Henry, and will be admitted to listing on the Catalyst of the SGX-ST;
- approval be and is hereby given for the issue of additional Options to Mr. Wee Henry and/or the adjustment to the Exercise Price of the Options to Mr. Wee Henry as may be required or permitted to be issued on and subject to the terms of the Option Agreement with Mr. Wee Henry, whereby such additional Options to Mr. Wee Henry shall rank *pari passu* in all respects with the existing Options to Mr. Wee Henry and for all purposes form part of the same series;
- approval be and is hereby given for the allotment and issue of such further Option Shares to Mr. Wee Henry as may be required to be allotted and issued upon the exercise of any Options to Mr. Wee Henry referred to in paragraph (c) of this resolution, whereby such further Option Shares shall rank *pari passu* in all respects with the then existing shares of the Company except that such further Option Shares shall not be entitled to any dividends, rights, allotments, distributions or other entitlements, the Record Date of which falls on or prior to the date of allotment of the Option Shares, and will be admitted to listing on the Catalyst of the SGX-ST;
- the Directors be and are hereby authorised to allot and issue the Option Shares and any further Option Shares to Mr. Wee Henry pursuant to the terms of the Option Agreement with Mr. Wee Henry; and
- the Directors and each of them be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the matters referred to in paragraphs (a) to (e) of this resolution, including but not limited to the Option Agreement with Mr. Wee Henry, the transactions contemplated thereunder, the Grant of Options to Mr. Wee Henry and the allotment and issue of the Option Shares to Mr. Wee Henry.

ORDINARY RESOLUTION 3:

THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MR. SUN BOWEN PURSUANT TO THE GRANT OF OPTIONS

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- approval be and is hereby given for the transfer of a Controlling Interest in the Company to Mr. Sun Bowen arising from the allotment and issuance of the Option Shares to Mr. Sun Bowen (upon the exercise of the Options to Mr. Sun Bowen); and
- the Directors and each of them be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the matters referred to in paragraph (a) of this resolution.

ORDINARY RESOLUTION 4:

THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MR. WEE HENRY PURSUANT TO THE GRANT OF OPTIONS

That, subject to and contingent upon the passing of Ordinary Resolution 2:

- approval be and is hereby given for the transfer of a Controlling Interest in the Company to Mr. Wee Henry arising from the allotment and issuance of the Option Shares to Mr. Wee Henry (upon the exercise of the Options to Mr. Wee Henry); and
- the Directors and each of them be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the matters referred to in paragraph (a) of this resolution.

BY ORDER OF THE BOARD

Sun Bowen
Executive Director
14 March 2018

Notes:

- A member (other than a Relevant Intermediary (as defined below)) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Commonwealth Lane, #06-20 One Commonwealth, Singapore 149544 not less than seventy-two (72) hours before the time for holding EGM.
- Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM. Relevant intermediary is either:
 - 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;
 - 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 ("**CPF**") 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 CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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 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, 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.