



## ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Company Registration No.: 2006099 01H)

(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalized terms in this Notice which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 30 September 2015.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "EGM") of the shareholders (the "Shareholders") of Asia-Pacific Strategic Investments Limited (the "Company") will be held at Antica 1, Level 2, Orchard Parade Hotel, 1 Tanglin Road Singapore 247905 on 15 October 2015 at 10.00 am for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions.

#### ORDINARY RESOLUTION 1: THE CHANGE IN CORE BUSINESS

That:

- approval be and is hereby given for the Company's change in core business to that of the business of real estate agency and real estate-related services and support which shall comprise provision of franchise service, buying and selling of real estate property, rental of real estate property, property management, property maintenance, mortgage brokerage and financial planning, architecture design, project financial feasibility assessment, engineering expertise and construction management, real estate valuation and appraisal services, marketing and promotion management for real estate developers, property auction and tendering and operating real estate internet platforms ("Proposed New Business"); and
- the Board of Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed New Business.

#### ORDINARY RESOLUTION 2: THE CENTURY 21 ACQUISITION

##### PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF CENTURY 21 HONG KONG LIMITED AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 33,333,333 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AS ACQUISITION CONSIDERATION

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

- approval be and is hereby given for the Century 21 Acquisition by the Company (or its subsidiaries), of 3,880,000 shares of HK\$1.00 each in the capital of Century 21 for a consideration of S\$1,000,000 to be satisfied by the allotment and issuance of 33,333,333 Century 21 Consideration Shares at an issue price of S\$0.03 each, pursuant to the terms and subject to the conditions of the Century 21 Sale and Purchase Agreement;
- approval be and is hereby given for the allotment and issuance of 33,333,333 Century 21 Consideration Shares at the issue price of S\$0.03 each to the Century 21 Vendor and/or its nominee(s) in satisfaction of the consideration for the Century 21 Acquisition; and
- the Board of Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Century 21 Acquisition.

#### ORDINARY RESOLUTION 3: THE GLOBAL ALLIANCE ACQUISITION

##### PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF GLOBAL ALLIANCE PROPERTY PTE. LTD.

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

- approval be and is hereby given for the Global Alliance Acquisition by the Company (or its subsidiaries), of 2,750 ordinary shares in the capital of Global Alliance for a consideration of S\$2,750,000 to be satisfied in cash and by the allotment and issuance of the Global Alliance Consideration Shares, pursuant to the terms and subject to the conditions of the Global Alliance Sale and Purchase Agreement; and
- the Board of Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Global Alliance Acquisition.

#### ORDINARY RESOLUTION 4: THE JOINT VENTURE

##### PROPOSED JOINT VENTURE BETWEEN THE COMPANY, CHINA REAL ESTATE DEVELOPMENT UNION GROUP LIMITED AND OEI HONG LEONG FOUNDATION PTE LTD IN RELATION TO THE JOINT VENTURE COMPANY

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

- approval be and is hereby given for the Company to participate in a joint venture with China Real Estate Development Union Group Limited and Oei Hong Leong Foundation Pte Ltd on the terms and subject to the conditions of the Cooperation Agreement and a joint venture agreement to be entered into; and
- the Board of Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Joint Venture.

#### ORDINARY RESOLUTION 5: THE DISPOSAL

##### PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF HMS CAPITAL SDN BHD

That, subject to and contingent upon the passing of either Ordinary Resolution 2 or Ordinary Resolution 3

- approval be and is hereby given for the Disposal by the Company, of 59,243,060 shares in the capital of HMS Capital Sdn Bhd for a consideration of RM10,700,000, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules and a disposal of the Company's core business for the purposes of Chapter 10 of the Catalist Rules, pursuant to the terms and subject to the conditions of the HMSC Sale and Purchase Agreement; and
- the Board of Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Disposal.

#### ORDINARY RESOLUTION 6: THE RIGHTS CUM WARRANTS ISSUE

That, subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 4:

That a proposed renounceable partially-underwritten rights issue (the "Rights cum Warrants Issue") of up to 3,373,458,070 new ordinary shares of the Company (the "Rights Shares") with up to 3,373,458,070 free detachable warrants (the "Warrants") at an issue price of S\$0.005 (the "Issue Price"), each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "Warrant Share") at an exercise price of \$0.005 for each Warrant Share, on the basis of two (2) Rights Shares for every one (1) existing share in the capital of the Company held as at a books closure date to be determined (the "Books Closure Date"), fractional entitlements to be disregarded, and one (1) Warrant for every one (1) Rights Share subscribed, be and is hereby approved and authority be and is hereby given to the Board of Directors to:-

- create and issue:-
  - such number of Rights Shares as the Directors may determine up to 3,373,458,070 Rights Shares at an issue price of S\$0.005 per Rights Share;
  - such number of Warrants as the Directors may determine up to 3,373,458,070 Warrants in registered form, each Warrant to entitle the holder thereof to subscribe for one (1) Warrant Share at an exercise price of S\$0.005 for each Warrant Share at any time during the period commencing on the date of issue of the Warrants and expiring at 5.00 p.m. on the date immediately preceding the fifth (5th) anniversary of the date of issue of the Warrants subject to the terms and conditions of the deed poll (the "Deed Poll") constituting the Warrants to be executed by the Company on such terms and conditions as the Directors may think fit; and
  - such further Warrants in registered form as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such further Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);
- allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:-
  - up to 3,373,458,070 Warrant Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such Warrant Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares of the Company (save as may otherwise be provided in the terms and conditions of the Deed Poll) save for any dividends, rights, allotments or other distributions the record date for which falls before the date of issue of the Warrant Shares; and
  - on the same basis as paragraph (b)(i) above, such further Warrant Shares as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (a)(iii) above,
- effect the Rights cum Warrants Issue on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:-
  - the provisional allotments of the Rights Shares with Warrants under the Rights cum Warrants Issue shall be made on a renounceable basis to the Shareholders whose names appear in the Register of Members of the Company or the records of the Central Depository (Pte) Limited (the "CDP") as at the Books Closure Date with registered addresses in Singapore or who have, at least five (5) market days prior to the Books Closure Date, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents, on the basis of two (2) Rights Shares for every one (1) existing share in the capital of the Company and one (1) Warrant for every Rights Share subscribed, or in such other proportions as the Directors may think fit;
  - no provisional allotment of Rights Shares with Warrants shall be made in favour of Shareholders with registered addresses outside Singapore as at the Books Closure Date or who have not, at least five (5) market days prior thereto, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (the "Foreign Shareholders");
  - the entitlements to Rights Shares with Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the rights entitlements relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company;
  - the entitlements to Rights Shares with Warrants not taken up or allotted for any reason (other than allotments to Foreign Shareholders referred to above) shall be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
  - the Rights Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of the issue of the Rights Shares;
- 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 Rights cum Warrants Issue (including fixing the Books Closure Date), 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 of the Company 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 Rights cum Warrants Issue.

#### ORDINARY RESOLUTION 7: APPROVAL OF THE MANNER OF ALLOTMENT OF EXCESS RIGHTS SHARES WITH WARRANTS

That, subject to and contingent upon the passing of Ordinary Resolution 6, approval be and is hereby given to the Board of Directors to aggregate and allot the entitlements to the Rights Shares with Warrants not taken up or allotted for any reason or which represent fractional entitlements disregarded in accordance with the terms of the Rights cum Warrants Issue, if any, to the following persons in the order of priority as below:

- first, to any Shareholders in satisfaction of their applications for excess Rights Shares with Warrants (the "Excess Applications"), if any, provided that where there are insufficient excess Rights Shares with Warrants to allot to each application, the Company shall allot the excess Rights Shares with Warrants to the Shareholders' discretion, and provided that as between such Shareholders, Directors and Substantial Shareholders will rank last in priority; and
- second, to any investors (not being Shareholders) who wish to invest in the Company, if any, in such manner and on such terms and conditions as the Directors may in their absolute discretion deem fit in the best interests of the Company, provided that as between such investors, investors who are Directors of the Company will rank last in priority.

Preference will be given to Shareholders for the rounding of odd lots, and that the Company will not make any allotments and issuance of any excess Rights Shares with Warrants that would result in a transfer of controlling interest in the Company unless otherwise specifically approved by the Shareholders in general meeting.

#### ORDINARY RESOLUTION 8: USE OF PROCEEDS FROM THE RIGHTS CUM WARRANTS ISSUE

That, subject to and contingent upon the passing of Ordinary Resolution 6, approval be and is hereby given to the Board of Directors to:

- utilise the net proceeds of the allotment and issuance of the Rights Shares to fund the Company's proposed expansion in the new business of real estate agency and real estate-related services and support as well as for general working capital purposes; and
- utilise the net proceeds from the exercise of the Warrants to expand the business of the Company and its subsidiaries, finance new business ventures through acquisitions and/or strategic investments and working capital.

#### ORDINARY RESOLUTION 9: APPROVAL OF THE ADJUSTMENT WARRANTS ISSUE

That, subject to and contingent upon the passing of Ordinary Resolution 6, the issue of up to 98,067,543 free new warrants ("Introducer Adjustment Warrants") each carrying the right to subscribe for one (1) new ordinary share in the capital of the Company ("Introducer Adjustment Warrant Shares") at an exercise price of S\$0.05 for each Introducer Adjustment Warrant Share, on the basis of 1.4375 Introducer Adjustment Warrants for every one (1) outstanding, unexercised Introducer Warrant as at the Books Closure Date, fractional entitlements to be disregarded ("Adjustment Introducer Warrants Issue") be and is hereby approved and authority be and is hereby given to the Board of Directors to:-

- create and issue:-
  - such number of Adjustment Introducer Warrants as the Directors may determine up to 98,067,543 Adjustment Introducer Warrants in registered form, each Adjustment Introducer Warrant to entitle the holder thereof to subscribe for one (1) Adjustment Introducer Warrant Share at an exercise price of S\$0.05 for each Adjustment Introducer Warrant Share at any time from and including the date of issue of the Introducer Warrants and expiring at 5.00 p.m. on the date immediately preceding the third (3rd) anniversary of the date of issue of the Introducer Warrants subject to the terms and conditions of the Introducer Deed Poll constituting the Introducer Warrants on such terms and conditions as the Directors may think fit; and
  - such further Introducer Warrants in registered form as may be required or permitted to be issued in accordance with the terms and conditions of the Introducer Deed Poll (any such further Introducer Warrants to rank *pari passu* with the Introducer Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Introducer Deed Poll);
- allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:-
  - up to 98,067,543 Adjustment Introducer Warrant Shares on the exercise of the Adjustment Introducer Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Introducer Deed Poll, such Adjustment Introducer Warrant Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares of the Company (save as may otherwise be provided in the terms and conditions of the Introducer Deed Poll) save for any dividends, rights, allotments or other distributions the record date for which falls before the date of issue of the Adjustment Introducer Warrant Shares;
  - such further Introducer Warrant Shares as may be required to be allotted and issued on the exercise of any of the Introducer Warrants referred to in paragraph (a)(ii) above, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit,
- 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 Adjustment Introducer Warrants Issue, 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 of the Company 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 Adjustment Introducer Warrants Issue.

In this Resolution 9:

"Introducer Deed Poll" means the deed poll dated 20 March 2014 entered into by the Company;

"Introducer Warrant(s)" means the warrants in registered form allotted and issued by the Company pursuant to the terms and conditions of the Introducer Warrants set out in the Introducer Deed Poll; and

"Entitled Warrant(s)" means warrant(s) held by the warrant(s) holders with outstanding, unexercised Introducer Warrants standing to the credit of their Securities Accounts/in the Company's Register of Warrant(s) holders and whose registered addresses with CDP are in Singapore as at the Closing Date.

By Order of the Board

#### ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

Yap Wai Ming  
Busarakham Kohsikaporn  
Joint Company Secretaries  
Singapore, 30 September 2015

#### NOTES:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
- 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 either under its common seal or under the hand of any duly authorised officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than 48 hours before the time of the Meeting.
- Investors who have used their CPF account savings to buy shares in the capital of the Company and who wish to attend the Extraordinary General Meeting as observers are to register with their respective CPF agent banks.
- Unless defined herein, capitalised terms in the Resolutions set out in this Notice of EGM shall bear the same meanings as in the Circular to Shareholders dated 30 September 2015.

This notice has been prepared by the Company and its content have been reviewed by the company's sponsor, Stamford Corporate Services Pte Ltd (the "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 notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of notice including the correctness of the statements or opinions made or reports contained in the notice.

The contact person for the sponsor is Mr Ng Joo Khin.

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