



YONGNAM HOLDINGS LIMITED

(Company registration No. 199407612N)
(Incorporated in Singapore on 19 October 1994)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the Circular dated 6 November 2014 issued by Yongnam Holdings Limited (the "**Circular**").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Yongnam Holdings Limited ("**Company**") will be held at 51 Tuas South Street 5, Singapore 637644 on 21 November 2014 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

ORDINARY RESOLUTION

PROPOSED SALE BY YONGNAM MALAYSIA (AS DEFINED BELOW) TO RHB (AS DEFINED BELOW), OF THE PROPERTY (AS DEFINED BELOW), AND THE PROPOSED LEASEBACK BY YONGNAM MALAYSIA (AS LESSEE) FROM RHB (AS LESSOR) OF THE PROPERTY

That: -

- (a) the proposed sale of the land and building known as No. 27, Jalan SiLC 1/5, Kawasan Perindustrian SiLC, 79200, Nusajaya, Johor, Malaysia (the "**Property**") by YONGNAM ENGINEERING SDN. BHD. (Company No. 20445-T), a limited liability company incorporated in Malaysia with its registered office and principal place of business at No. 27, Jalan SiLC 1/5, Kawasan Perindustrian SiLC, 79200 Nusajaya, Johor (the "**Yongnam Malaysia**"), to RHB TRUSTEES BERHAD (Company No. 573019-U), a limited liability company incorporated in Malaysia with its registered address at Level 10, Tower One, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur, in its capacity as trustee for Axis Real Estate Investment Trust ("**RHB**"), at the Purchase Price of Malaysian Ringgit One Hundred Fifty Three Million and Five Hundred Thousand (RM153,500,000.00) on the terms and subject to the conditions of the Sale and Purchase Agreement dated 3 October 2014 and entered into between Yongnam Malaysia and RHB be and is hereby approved;
- (b) the proposed Leaseback of the Property by Yongnam Malaysia (as lessee) from RHB (as lessor) on the terms and subject to the conditions of the Lease Agreement dated 3 October 2014 entered into between Yongnam Malaysia and RHB be and is hereby approved; and
- (c) any of the Directors of the Company be and is hereby authorized to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution, and to the extent that any such acts, matters or things have been done, these be confirmed, approved and ratified.

By Order of the Board

SEOW SOON YONG

Chief Executive Officer

6 November 2014

Notes:

- (1) A member of the Company entitled to attend and vote at the above Extraordinary General Meeting of the Company is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (2) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company at 51 Tuas South Street 5, Singapore 637644 not later than 48 hours before the Meeting.

Personal Data Privacy

By 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, 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.