

**CITICODE LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration Number 200404283C)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **CITICODE LTD.** (the “**Company**”) will be held at Credit Savvy First Class Training Room, 10 Anson Road #28-15, International Plaza, Singapore 079903 on Thursday, 25 April 2019 at 10.30 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Simon Eng, a director retiring pursuant to Regulation 104 of the Company’s Constitution. **(Resolution 2)**  
*Mr Simon Eng will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and Remuneration Committee and will not be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”).*
3. To re-elect the following Directors retiring pursuant to Regulation 108 of the Company’s Constitution: **(Resolution 3)**  
Mr Teh Wing Kwan **(Resolution 4)**  
Mr Fong Heng Boo **(Resolution 5)**  
Mr Chan Yu Meng **(Resolution 5)**  
*Mr Teh Wing Kwan will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee.*  
*Mr Fong Heng Boo, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and Nominating Committee and a member of the Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the SGX-ST.*  
*Mr Chan Yu Meng, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee, member of the Audit Committee and Nominating Committee and will be considered independent for the purposes of Rule 704(8) of the SGX-ST.*
4. To approve the payment of Directors’ fees of S\$52,000 for the financial year ending 31 December 2019 (2018: S\$93,000.00). **(Resolution 6)**
5. To re-appoint Foo Kon Tan LLP, Certified Public Accounts as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to allot and issue shares in the capital of the Company (“Shares”) – Share Issue Mandate**  
“That, pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Act**”) and Rule 806 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:
  - (A) (i) allot and issue shares in the capital of the Company (the “**Shares**”) (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require the 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,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company shall in their absolute discretion deem fit; and
  - (B) (notwithstanding the authority conferred by this Resolution may have ceased or is being exercised) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,  
provided that:
    - (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as at the time of passing of this Resolution);
    - (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
      - (a) new Shares arising from the conversion or exercise of convertible securities;
      - (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; and
      - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
    - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution; and
    - (4) unless revoked or varied by the Company in a general meeting, such authority 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 is required by law to be held, whichever is the earlier.”

**(Resolution 8)**

8. **Authority to grant awards and issue shares under the Citicode Employee Share Option Scheme and the Citicode Performance Shares Scheme**

“That in accordance with the provisions of the Citicode Employee Share Option Scheme and the Citicode Performance Shares Scheme (the “**Schemes**”) and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to allot and issue from time to time such number of shares in the capital of the Company (collectively, the “**Scheme Shares**”) as may be required to be issued pursuant to the exercise of options and/or awards granted under the Schemes, and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided that the aggregate number of Shares available under the Schemes, when added to all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.”

[See Explanatory Note (iii)]

**(Resolution 9)**

By Order of the Board

Gn Jong Yuh Gwendolyn

Company Secretary

Singapore, 10 April 2019

**Explanatory Notes:**

- (i) The Ordinary Resolution 8 proposed above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.
- (ii) For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time the Ordinary Resolution 8 is passed.
- (iii) The Ordinary Resolution 9 proposed above, if passed, will empower the Directors of the Company, from the date of the above meeting until the next Annual General Meeting, to offer and grant options and/or awards and to allot and issue Shares in the capital of the Company, pursuant to the exercise of options under the Citicode Employee Share Option Scheme and/or the awards under the Citicode Performance Shares Scheme provided that the aggregate number of Shares to be issued does not exceed in total 15% of the total number of issued Shares (excluding treasury shares, and subsidiary holdings) of the Company for the time being.

**NOTES:**

1. Except for a member who is a Relevant Intermediary, as defined under Section 181 of the Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. A member who is a Relevant Intermediary (as defined in Section 181(1C) of the Act, is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM. A proxy need not be a member of the Company.
3. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
5. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Annual General Meeting will act as your proxy.
6. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company’s Registered Office at **1 Robinson Road #17-00, AIA Tower, Singapore 048542** not less than **72** hours before the time appointed for holding the meeting and at any adjournment thereof.

**PERSONAL DATA PRIVACY**

By and through an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual 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, 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.