



ADVANCE SCT LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Advance SCT Limited (the “**Company**”) will be held on 12 February 2019 at 3.15 p.m. at Credit Savvy First Class Training Room, 10 Anson Road, #28-15 International Plaza, Singapore 079903 for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the Circular dated 18 January 2019 (the “Circular”) to the shareholders of the Company.

AS ORDINARY RESOLUTION:

THE PROPOSED DIVERSIFICATION OF THE CURRENT CORE BUSINESS OF THE GROUP TO INCLUDE THE PROPOSED M&E AND INFRASTRUCTURE ENGINEERING BUSINESS AND THE PROPOSED SMART M&E BUSINESS (THE “NEW BUSINESSES”) (THE “PROPOSED DIVERSIFICATION”)

THAT:

- (A) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business to include the New Businesses that involve activities described in the Circular, and any other activities related to the New Businesses;
- (B) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the New Businesses on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (C) Directors or any of them be and are hereby authorised to do any and all such acts and things (including negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary)) in connection with the Proposed Diversification as they may consider necessary, desirable or expedient to give effect to this Resolution as they may deem fit.

AS SPECIAL RESOLUTION:

THE PROPOSED CHANGE OF NAME FROM “ADVANCE SCT LIMITED” TO “CITICODE LTD” (THE “PROPOSED CHANGE OF NAME”)

THAT:

- (A) approval be and is hereby given for the name of the Company “Advance SCT Limited” to be changed to “CITICODE Ltd” and that the name “Advance SCT Limited” be substituted with “CITICODE Ltd” wherever the former name appears in the Constitution of the Company; and
- (B) the Directors of the Company (or any one of them) be and are hereby authorised to complete and do all such acts and things (including negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary)) in connection with the Proposed Change of Name as they may consider necessary, desirable or expedient to give effect to this Resolution as they may deem fit.

By Order of the Board

Teh Wing Kwan
Executive Chairman and Chief Executive Officer
18 January 2019

Notes:

1. A member of the Company, who is not a Relevant Intermediary (as defined below), is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Extraordinary General Meeting (the “**EGM**”). A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
2. A member who is a Relevant Intermediary (as defined below) 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 (which number and class of shares shall be specified).
“**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50 of Singapore.
3. A proxy need not be a member of the Company.
4. The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Robinson Road #17-00 AIA Tower Singapore 048542 not less than forty-eight (48) hours before the time appointed for holding the EGM.
5. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289 of Singapore) maintained by The Central Depository (Pte) Limited, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding 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 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.