

SECURA GROUP LIMITED

Company Registration No. 201531866K
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("AGM") of Secura Group Limited (the "Company") will be held at 38 Alexandra Terrace, Level 2, Singapore 119932 on Thursday, 25 April 2019 at 10.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 ("FY2018") together with the Auditor's Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.3 Singapore cents per share for FY2018. (2017: Nil) **(Resolution 2)**
- To re-elect the following directors of the Company ("Directors") retiring pursuant to Article 93 of the constitution of the Company ("Constitution"): **(Resolution 3(a))**
(a) Dr Ho Tat Kin **(Resolution 3(b))**
(b) Ms Lim Siok Leng
[See Explanatory Note (i)]
Dr Ho Tat Kin will, upon re-election as a Director, remain as the Chairman of the Board and the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. He will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules").
Ms Lim Siok Leng will, upon re-election as a Director, remain as the Executive Director and Chief Financial Officer.
- To re-elect the following Directors retiring pursuant to Article 99 of the Constitution: **(Resolution 4(a))**
(a) Mr Kan Kheong Ng **(Resolution 4(b))**
(b) Mr Lim Joey Matthias **(Resolution 4(c))**
(c) Ms Christina Teo Tze Wei (Zhao Ziwei)
[See Explanatory Note (ii)]
Mr Kan Kheong Ng will, upon re-election as a Director, remain as the Executive Director and Chief Executive Officer.
Mr Lim Joey Matthias will, upon re-election as a Director, remain as a member of the Audit Committee, and will be considered non-independent for purposes of Rule 704(7) of the Catalyst Rules.
Ms Christina Teo Tze Wei (Zhao Ziwei) will, upon re-election as a Director, remain as a member of the Nominating Committee.
- To approve the payment of Directors' fees of S\$245,250 for the financial year ending 31 December 2019, payable quarterly in arrears. (2018: S\$172,750) **(Resolution 5)**
- To re-appoint Ernst & Young LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares in the capital of the Company**
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Act") and Rule 806 of the Catalyst Rules, the Directors be authorised and empowered to:
(a) (i) issue shares ("Shares") in the Company 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 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 may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments 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) to be issued pursuant to this resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company ("Shareholders") shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for:
(a) new Shares arising from the conversion or exercise of any convertible securities;
(b) new Shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; 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 Catalyst Rules for the time being in force (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 AGM or the date by which the next AGM is required by law to be held, whichever is earlier.
[See Explanatory Note (iii)] **(Resolution 7)**

- Authority to grant options and/or awards and to allot and issue Shares under the Secura Employee Share Option Scheme and/or the Secura Performance Share Plan (collectively, the "Share-Based Incentive Plans")**
That pursuant to Section 161 of the Act, the Directors be authorised and empowered to grant options and/or awards and to allot and issue, from time to time, such number of Shares in the capital of the Company as may be required to be issued upon the exercise of options granted by the Company and/or upon release of awards granted by the Company under the Share-Based Incentive Plans, whether granted and/or awarded during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be issued pursuant to the Share-Based Incentive Plans shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)] **(Resolution 8)**

- Adoption of the Share Buyback Mandate**

- That:
- for the purposes of the Act, the exercise by the Directors of all of the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
(i) on-market purchase(s) (each a "Market Purchase") on the SGX-ST; and/or
(ii) off-market purchase(s) (each an "Off-Market Purchase") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,
and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Catalyst Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
 - unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:
(i) the date on which the next AGM is held or required by law to be held; or
(ii) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated.

In this resolution:

"Maximum Limit" means that number of issued Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued Shares shall be taken to be the number of the issued Shares as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date of the passing of this resolution and expiring on the date the next AGM is held or is required by law to be held, whichever is earlier, after the date of this resolution; and

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Price (as hereinafter defined); and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

where:

- "Average Closing Price" means the average of the closing market prices of the Shares traded on the SGX-ST over the last 5 Market Days (a "Market Day" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Days; and
- "day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

[See Explanatory Note (v)] **(Resolution 9)**

By Order of the Board

Ngiam May Ling

Secretary

Singapore, 10 April 2019

Explanatory Notes:

- Resolutions 3(a) and 3(b) are for the re-election of Dr Ho Tat Kin and Ms Lim Siok Leng, Directors who retire by rotation at the AGM. Additional information on Dr Ho Tat Kin and Ms Lim Siok Leng, which is required under Rule 720(5) of the Catalyst Rules, is set out on pages 13 to 23 in the Company's annual report 2018. There are no relationships including family relationships between Dr Ho Tat Kin, Ms Lim Siok Leng and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- Resolutions 4(a), 4(b) and 4(c) are for the re-election of Mr Kan Kheong Ng, Mr Lim Joey Matthias and Ms Christina Teo Tze Wei (Zhao Ziwei), Directors who joined on 1 February 2019, after the last AGM. Additional information on Mr Kan Kheong Ng, Mr Lim Joey Matthias and Ms Christina Teo Tze Wei (Zhao Ziwei), which is required under Rule 720(5) of the Catalyst Rules, is set out on pages 13 to 23 in the Company's annual report 2018. Mr Kan Kheong Ng holds approximately 0.01% of the issued share capital of the Company. Mr Lim Joey Matthias holds approximately 0.01% of the issued share capital of the Company. Mr Lim was nominated by the Company's controlling Shareholder, Kestrel Investments Pte Ltd, which is wholly-owned by Mr Peter Lim. Save as disclosed, there are no relationships including family relationships between Mr Kan Kheong Ng, Mr Lim Joey Matthias and Ms Christina Teo Tze Wei (Zhao Ziwei) and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- Resolution 7, if passed, will empower the Directors, effective until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a pro rata basis to Shareholders. For determining the aggregate number of Shares that may be issued, 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) at the time this resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or shares options or vesting of share awards which are outstanding or subsisting at the time when this resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares. As at 10 April 2019, the Company did not have treasury shares or subsidiary holdings.
- Resolution 8, if passed, will empower the Directors, effective until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares pursuant to the exercise of options granted and/or shares to be awarded under the Share-Based Incentive Plans up to a number not exceeding in aggregate 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
- Resolution 9, if passed, will empower the Directors from the date of the passing of the resolution until the earlier of the date of the next AGM, or the date by which the next AGM is required by law to be held, to purchase or otherwise acquire, by way of Market Purchases or Off-Market Purchases, up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of passing of the resolution on the terms of the Share Buyback Mandate as set out in the Letter to Shareholders dated 10 April 2019 ("Letter"), unless such authority is earlier revoked or varied by Shareholders at a general meeting. The Company may use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of the Shares pursuant to the Share Buyback Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice of AGM as these will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares. Illustrative financial effects of the Share Buyback Mandate based on the audited financial statements of the Group for FY2018 and certain assumptions, are set out in paragraph 2.8 of the Letter.

Notes:

- A member who is not a relevant intermediary is entitled to appoint not more than 2 proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member who is a relevant intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member's form of proxy appoints more than 2 proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.
- 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 38 Alexandra Terrace, Singapore 119932 not less than 48 hours before the time appointed for holding the AGM.

Personal data privacy:

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

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with the relevant rules of the 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 this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.