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GAYLIN HOLDINGS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 14 September 2018.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Gaylin Holdings Limited (the “**Company**”) will be held at 7 Gul Avenue, Singapore 629651 on 3 October 2018 at 4 p.m. (Singapore time), for the purpose of considering, and if thought fit, passing with or without amendment, the following resolutions as set out below:

ORDINARY RESOLUTION 1 - THE PROPOSED ACQUISITION OF THE ENTIRE SHARE CAPITAL OF AMOS INTERNATIONAL HOLDINGS PTE. LTD. AS AN INTERESTED PERSON TRANSACTION AND A MAJOR TRANSACTION

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

- (a) approval be and is hereby given for the acquisition of the entire issued and paid-up share capital of Amos International Holdings Pte. Ltd. from the Relevant Shareholders, where the consideration will be satisfied by the allotment and issuance of up to 863,410,176 ordinary shares in the capital of the Company (the “**Consideration Shares**”), in accordance with the terms and conditions of the sale and purchase agreement entered into between the Vendors and the Company, which constitutes an interested person transaction and a major transaction under the Listing Manual of the SGX-ST (the “**Proposed Acquisition**”); and
- (b) the Directors of the Company and each of them be and are hereby authorised to 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 Proposed Acquisition, 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 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 Proposed Acquisition.

ORDINARY RESOLUTION 2 - THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 863,410,176 ORDINARY SHARES IN THE SHARE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$0.060 EACH, AS CONSIDERATION FOR THE PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Ordinary Resolution 1, authority be and is hereby given to the Directors:

- (a) to allot and issue to the Relevant Shareholders (or their nominees) an aggregate of up to 863,410,176 Consideration Shares, credited as fully paid-up, at an issue price of S\$0.060 each as satisfaction of the Consideration for the Proposed Acquisition; and
- (b) to complete and do all acts and things (including any other agreements or documents and procurement of third party consents) as they may consider necessary or expedient for the purposes of, in connection with or to give effect to this resolution as they think fit and in the interests of the Company.

BY ORDER OF THE BOARD

Kyle Arnold Shaw, Jr.
Executive Chairman

14 September 2018

Notes:

1. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting of the Company. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. “Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act (Cap 50).
2. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one (1) proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
3. A proxy need not be a member of the Company.
4. If a member is a corporation, the form of proxy must be executed either under its common seal or under the hand of its attorney or a duly authorised officer of the corporation.
5. A Depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend, speak and vote at the Extraordinary General Meeting.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 7 Gul Avenue, Singapore 629651, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting. Completion and return of the form of proxy by a member will not prevent him from attending and voting at the Extraordinary General Meeting if he so wishes. In such event, the relevant Proxy Form will be deemed to be revoked.

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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), 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 or service providers) 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.

Kindly note that by attending the Extraordinary General Meeting, the members of the Company, their proxy(ies) and/or representative(s) consent to the video-recording of the proceedings of the Extraordinary General Meeting, for the Company's records.