THE PLACE
天 阶 控 股

THE PLACE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of The Place Holdings Limited (the "**Company**") will be held at Meeting Room 323, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 24 April 2019 at 2.00 p.m. to transact the following businesses:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2018 and the Independent Auditor's Report thereon. **Resolution 1**
2. To re-elect Mr Foo Chiah-Shiung (Hu Jiaxiong), who is retiring in accordance with Article 100 of the Constitution of the Company and who, being eligible, offers himself for re-election. **[See Explanatory Note 1]** **Resolution 2**
3. To re-elect Mr Chng Hee Kok, who is retiring in accordance with Article 100 of the Constitution of the Company and who, being eligible, offers himself for re-election. **[See Explanatory Note 1]** **Resolution 3**
4. To re-elect Mr Ji Zenghe, who is retiring by rotation under Article 94 of the Constitution of the Company, and who, being eligible, offers himself for re-election. **[See Explanatory Note 2]** **Resolution 4**
5. To re-elect Mr Fan Xianyong, who is retiring by rotation under Article 94 of the Constitution of the Company, and who, being eligible, offers himself for re-election. **[See Explanatory Note 2]** **Resolution 5**
6. To approve payment of Directors' fees by the Company of S$130,000 for the financial year ended 31 December 2018 (2017: S$130,000). **Resolution 6**
7. To re-appoint Messrs KPMG LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **Resolution 7**
8. To transact any other ordinary business that may be properly transacted at an annual general meeting.

Special Business

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

9. **SHARE ISSUE MANDATE** **Resolution 8**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to:

(a) (i) issue shares of the Company ("**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 shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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 Instrument made or granted by the Directors while this resolution was in force,

provided that:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and shares of the Company held by its subsidiaries ("**Subsidiary Holdings**")) of the Company (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 (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and Subsidiary Holdings) of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of 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 percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and Subsidiary Holdings) of the Company at the time this Resolution is passed, after adjusting for:

(i) 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 this Resolution is passed; and

(ii) 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 for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 of the Company is required by law to be held, whichever is the earlier.
[See Explanatory Note 3]

10. **THE PERFORMANCE SHARE SCHEME** **Resolution 9**

That authority be and is hereby given to the Directors to:-

(a) grant award shares in accordance with the provisions of the Performance Share Scheme of the Company; and

(b) allot and/or issue from time to time such number of fully paid-up award shares as may be required to be allotted and/or issued pursuant to the vesting of awards under the Performance Share Scheme,

provided that the aggregate number of award shares to be allotted and/or issued pursuant to the Performance Share Scheme and any other share based schemes of the Company shall not exceed 15% of the total issued shares (excluding treasury shares and Subsidiary Holdings) of the Company 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **[See Explanatory Note 4]**

11. **PARTICIPATION BY MR SUN QUAN, A NON-EXECUTIVE DIRECTOR AND DEEMED CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE PERFORMANCE SHARE SCHEME** **Resolution 10**

That subject to and contingent upon Resolution 9 being passed, approval be and is hereby given for the participation by Mr Sun Quan in the Performance Share Scheme. **[See Explanatory Note 5]**

BY ORDER OF THE BOARD

BENNY LIM HENG CHONG
DAI LINGNA
Joint Company Secretaries

Singapore, 9 April 2019

EXPLANATORY NOTES:

1. **Resolutions 2 and 3** – Article 100 of the Company's Constitution permits the Directors to appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Any person so appointed by the Directors shall hold office only until the next annual general meeting and shall then be eligible for re-election. Mr Foo Chiah-Shiung (Hu Jiaxiong) and Mr Chng Hee Kok were appointed on 1 August 2018 and 1 February 2019 respectively, and are seeking re-election at the forthcoming 17th Annual General Meeting.

   Each of Mr Foo and Mr Chng is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between each of Mr Foo and Mr Chng, and the Directors, the Company or its 10% shareholders.

   Detailed information of Mr Foo and Mr Chng as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found under sections "Board of Directors" and "Corporate Governance Report", and from pages 9, 11, 42 and 43 of the Company's 2018 Annual Report.

2. **Resolutions 4 and 5** – Mr Ji Zenghe and Mr Fan Xianyong, who are due to retire by rotation pursuant to Article 94 of the Company's Constitution, are seeking re-election at the forthcoming 17th Annual General Meeting.

   Detailed information of Mr Ji and Mr Fan as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found under sections "Board of Directors" and "Corporate Governance Report", and from pages 8, 10 and 40 of the Company's 2018 Annual Report.

3. **Resolution 8** – Resolution 8, if passed, will empower the Directors to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments. The number of shares which the Directors may issue under this Resolution will not exceed 50% of the issued shares (excluding treasury shares and Subsidiary Holdings) of the Company, with a sub-limit of 20% for issues other than on a pro rata basis. For the purpose of determining the aggregate number of shares which may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and Subsidiary Holdings) of the Company at the time that Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible instruments or share options or vesting of share awards which are outstanding at the time that Resolution 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. For the avoidance of doubt, shareholders' approval will be required for any consolidation or subdivision of shares.

4. **Resolution 9** – Resolution 9, if passed, will empower the Directors to grant award shares pursuant to the Performance Share Scheme and allot and/or issue fully paid-up award shares pursuant to the vesting of awards under the Performance Share Scheme.

   Approval for the Performance Share Scheme was given by shareholders at the Extraordinary General Meeting of the Company held on 12 October 2018 ("**2018 EGM**"). The grant of award shares under the Performance Share Scheme will be made in accordance with the rules of the Performance Share Scheme as set out in the circular to shareholders dated 21 September 2018 issued by the Company ("**2018 Circular**").

5. **Resolution 10** - Resolution 10, if passed, will enable the participation in the Performance Share Scheme by Mr Sun Quan, the Non-Executive Director and a deemed controlling shareholder of the Company.
   Approval for the Performance Share Scheme was given by shareholders at the 2018 EGM. The grant of award shares under the Performance Share Scheme will be made in accordance with the rules of the Performance Share Scheme as set out in the 2018 Circular.

NOTES:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, 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 two 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 Companies Act.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 20 Collyer Quay, #21-01, Singapore 049319 not less than 48 hours before the time fixed for holding the Annual General Meeting, or any adjournment thereof.

Personal Data Privacy:

By submitting 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 or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, take-over 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.