

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ('EGM') of members for Aquaint Capital Holdings Limited ('the Company') is to be convened at 24 Raffles Place, # 07-04 Clifford Centre, Singapore 048621 on Tuesday 21 July 2015 at 11.00 am Singapore Time (1.00 pm AEST)

AGENDA

ORDINARY BUSINESS

Resolution 1 Removal of the existing auditor (with Special Notice)

'That Grant Thornton Audit Pty Limited be removed as the auditor of the company'.

Resolution 2 Appointment of the new auditor (Special Resolution)

'That William Buck Chartered Accountants ABN 16 021 300 521 be appointed as the new auditor of the company'.

Resolution 3 Issue of additional ordinary shares

'That the company issue additional ordinary shares up to a maximum of 35,000,000 ordinary shares at a minimum issue price of at least 90% of the weighted average price of the shares in the last 5 days of the trading for non-cash consideration to acquire Bao Chang Hotel in Suzhou, Ping Wang, China at any time during the next 3 months from the date of this meeting, be approved for the purposes of rule 7.1 and for all other purposes'.

Resolution 4 Issue of additional ordinary shares

'That the company issue additional ordinary shares up to a maximum of 15,000,000 ordinary shares at a minimum issue price of at least 90% of the weighted average price of the shares in the last 5 days of the trading for cash at any time during the next 3 months from the date of this meeting, be approved for the purposes of rule 7.1 and for all other purposes'.

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board

Raman Bhalla
Company Secretary

15 June 2015

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Extraordinary General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be appointed at the Company's share registry, Boardroom Pty Ltd; or faxed to the fax number specified below not later than 11.00 am Singapore Time (1.00 pm AEST) on Sunday 19 July 2015.

Proxies can be appointed in one of three ways:

- a) online through the share registry's website at www.votingonline.com.au/aquaintegm2015
- b) by posting or delivering the Proxy Form by hand to share registry (addresses below); or
- c) by faxing the Proxy Form to the share registry (fax number below).

Postal address: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number: +61 2 9290 9655

Hand deliveries to our share registry: Boardroom Pty Limited
Level 12
225 George Street
Sydney NSW 2000

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 5:00pm Singapore time (7.00pm AEST) on Friday 17 July 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolutions.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolution.

Voting Exclusion Statement

ASX Listing Rules

Resolutions 3 and 4 – A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of such person. As at the date of this notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, the Company need not disregard a vote in relation to any of resolutions if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides. The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

Explanatory Memorandum to the Notice of Extraordinary General Meeting to be held on 21 July 2015

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Extraordinary General Meeting to be held at, 24 Raffles Place, # 07-04 Clifford Centre, Singapore 048621 on Tuesday 21 July 2015 at 11.00 am Singapore time (1.00 pm AEST).

Resolution 1

Ordinary Resolution with Special Notice

In accordance with the section 329 of the Corporations Act, the members of the Company intend to remove Grant Thornton Audit Pty Limited as the auditor of the Company.

The Company found it practically difficult to contact the auditor during the last audit period. This resulted in significant delay to the audit process. The Company does not want to be in the same situation again and running a risk of the delay in the audit and consequently the compliance reporting.

The Company was served with a Special Notice with an intension to remove Grant Thornton Audit Pty Limited as the auditor of the Company.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention

The Directors recommend that you vote IN FAVOUR of Resolution 1.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

Resolution 2

Special Resolution

The board have recommended that William Buck Chartered Accountants ABN 16 021 300 521 ('William Buck') be appointed as the new auditor. As required by section 328B(3) Corporations Act 2001, a copy of the form for the nomination of William Buck as the Company's auditor is attached to this Notice of Meeting. Furthermore, the Company intends to engage William Buck (if appointed as auditors) to perform an interim audit for the Company.

William Buck were our investigative accountants for the purpose of ASX listing. They are familiar with our structure and the processes. We had constructive prior engagement with them.

The Chair intends to exercise all undirected proxies in favour of Resolution 2. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 2, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention

The Directors recommend that you vote IN FAVOUR of Resolution 2.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

Resolution 3

Ordinary Resolution

Rule 7.1 of the ASX Listing Rules limits the number of equity securities that a company may issue without shareholder approval during any 12 month period to 15% of:

- (a) the total number of the company's fully paid ordinary shares on issue at the start of the 12 month period; plus
- (b) the number of fully paid ordinary shares issued during the period under an exception in rule 7.2; plus
- (c) the number of partly paid ordinary shares that become fully paid during the period; plus
- (d) the number of fully paid ordinary shares issued during the period with shareholder approval; less
- (e) the number of fully paid ordinary shares cancelled during the period. The number of shares represented by (a) to (e) above is variable A in the formula in rule 7.1.

The Company plans to substantially increase the value of the Company by injecting new income yielding assets into the Company. The Company is currently reviewing a transaction to acquire Bao Chang Hotel which is a budget hotel with restaurant and spa, in Suzhou, Ping Wang, China for approximately A\$20.9 million, subject to valuation. The hotel has total gross floor area of 10,068 sqm and it has 104 rooms. The new asset will provide a guaranteed net yield of 8% per annum before interest and tax. The 40% of the acquisition price will be settled with exchange of shares in the Company and the rest of the price will be settled with bank debt and the vendor finance. As a result of this transaction, approximately, 35 million shares may be issued to Wujiang Yong Xin Property Private Limited ('Wujiang'). The shares will be issued at an issue price which will be at least 90% of the weighted average price of the shares in the last 5 days of the trading. Under the agreement, Wujiang share of the votes will not go beyond 20% of the total votes of the company. In case, the share price of the Company does not go up, the share swap will be adjusted accordingly to make sure that Wujiang's share of the total votes will not go beyond 20%.

The Company plans to issue shares within 3 months of the date of this meeting.

Resolution 4

Ordinary Resolution

The Company may issue additional ordinary shares to raise funds to meet day to day working capital requirements for its operations.

As at the date of this notice, the Company does not have any specific intention to offer or issue any shares under the approval, nor has it any specific intention in relation to the parties that it may approach to participate in an offer of shares under the approval. Further, the Company has not formed an intention to offer shares to any particular class or group of existing shareholders or to offer shares just to new investors who have not previously been shareholders of the Company.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am SGT (1:00pm AEST) on Sunday 19 July 2015.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/aquaintegm2015
- STEP 2: Enter your holding/investment type:**
- STEP 3: Enter your Reference Number:**
- STEP 4: Enter your VAC:**

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am SGT (1:00pm AEST) on Sunday 19 July 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

- 💻 **Online** www.votingonline.com.au/aquaintegm2015
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Aquaint Capital Holdings Limited

ACN 164 440 859

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Aquaint Capital Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **24 Raffles Place, #07-04 Clifford Centre, Singapore 048621 on Tuesday 21 July 2015 at 11:00am SGT (1:00pm AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Remove the Existing Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Appoint the New Auditors (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Approve the Issue of Additional Ordinary Shares for non-cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To Approve the Issue of Additional Ordinary Shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015

2 June 2015

The Directors

Aquaint Capital Holdings Limited ACN 164 440 859[ASX:AQU]
Level 19, 1 O'Connell Street
SYDNEY, NSW 2000, AUSTRALIA

Dear Sirs,

NOMINATION OF AUDITOR

Pursuant to section 328B(1) Corporations Act 2001 (Cth), I Lai Yi Jun being a shareholder of Aquaint Capital Holdings Limited, provide a notice of nomination of William Buck Chartered Accountants ABN 16 021 300 521 as the Company Auditor of Aquaint Capital Holdings Limited.

It is intended that this nomination will be put forward as an item of business for consideration of shareholders at the extraordinary general meeting that is to be held on 21 July 2015.

Yours sincerely,



Lai Yi Jun