

NOTICE OF EXTRAORDINARY GENERAL MEETING

In response to the requisition of the meeting by the shareholders, a 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 8 December 2015 at 11.00 am Singapore Time (1.00 pm AEST)

AGENDA

ORDINARY BUSINESS

Resolution 1 Appointment of Mr Tan Teng Chuan as Director

'That Mr Tan Teng Chuan be appointed as Director of the company'.

Resolution 2 Appointment of Ms Elaine Tan as Director

'That Ms Elaine Tan be appointed as Director of the company'.

Resolution 3 Appointment of Mr Wang Eng Chin as Director

'That Mr Wang Eng Chin be appointed as Director of the company'.

Resolution 4 Disclosure of Information

'That the company disclose further information in funds, debts, loans, investments & related parties'.

Resolution 5 Additional Audit

'That the scope of work for the Company Auditors be increased to carryout additional audit on certain areas arising from the 2014 Annual Report'.

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

27 October 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 Friday 4 December 2015.

Proxies can be appointed in one of three ways:

- a) online through the share registry's website at www.votingonline.com.au/aquegm2015
- 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 Thursday 3 December 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 against these resolutions.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote against these resolutions.

Explanatory Memorandum to the Notice of Extraordinary General Meeting to be held on 8 December 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 8 December 2015 at 11.00 am Singapore time (1.00 pm AEST).

Resolution 1

Appointment of Mr Tan Teng Chuan as Director

Mr Tan is a retired accountant. Prior to his retirement he is the principal of a Licensed Company Secretary firm in Malaysia for 30 years. Mr Tan is also the CEO of a Malaysian GMP Herbal supplement manufacturing company from 2006 to 2011. In the late 80's to the 90's, he was working as the Treasurer of a the Asia Regional head office of a German base agro produce commodity trading company in Singapore. He has extensive experience in treasury function, trade finance, risk control, accounting and manufacturing.

The Chair intends to exercise all undirected proxies against 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 AGAINST Resolution 1.

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

Resolution 2

Appointment of Ms Elaine Tan as Director

Ms Tan is currently the Chief Financial Officer of a company listed in the SGX, a position she held since 2011. She brought with her several years of experience in the related fields from her previous engagements at a statutory board, a listed company and a Big Four accounting firm. Her areas of expertise other than financial reporting, include internal controls, risk management, corporate governance, compliance of the listing rules, handling of corporate affairs such as legal disputes, corporate/ group finances etc. She is a fellow of the Association of Chartered Certified Accountant in the UK, and holds a Master of Business Administration from the University of Hull, UK.

The Chair intends to exercise all undirected proxies against 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 AGAINST Resolution 2.

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

Resolution 3

Appointment of Mr Wang Eng Chin as Director

Eng Chin's last appointment was the CEO of F&N Foods Singapore. He has over 25 years of extensive experience in the FMCG industry with over 12 years in senior management positions in various F&N Group of Companies as General Manager and CEO in Singapore, Malaysia and Vietnam. He has held directorship in the Board in Vinamilk, F&N (M) Bhd, Malayan Glass and their numerous subsidiaries in Singapore, Malaysia, Thailand, Vietnam and China. Eng Chin holds a BBA (Finance) and MBA. He also participated in INSEAD's Asian International Executive Programme.

The Chair intends to exercise all undirected proxies against Resolution 3. 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 3, 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 AGAINST Resolution 3.

The Chair of the Meeting intends to vote undirected proxies AGAINST Resolution 3.

Resolution 4

Disclosure of Information in funds, debts, loans, investments and related parties:

There is an acute lack of clarity and transparency in the relationship of Aquaint Companies, related parties and their partners as well as the funds its manages or subscribed and investment they make. This resolution calls for full disclosure of detailed structure, relationship, loans made to different parties and status of the following to be disclosed within 30 days.

1. Funds (Bria/ Barrack, FIF & Aquaint Growth Fund)
 - Ownership structures, managers, securities held
 - Salient terms and conditions of the funds
 - Status of the funds (amount raised, where funds are deployed (including related companies) and the returns on the funds and related liabilities
2. India Project
 - Ownership/ JV structures
 - Status of the project (units sold & unsold, construction, financials)
 - Issues & plans to complete the project
3. City Plaza Project, Pariss Hotel, Icon City & Aquaint Danga Residential Project
 - Degree of involvement, ownership & contingent liabilities in City Plaza, Goodwood Union (Pariss Hotel), Icon City & Aquaint Danga Residential Project
 - Involvement and commitment in the completion of purchase of the remaining 100 units in City Plaza.

The Management believes that most of the above information has been disclosed in the previous annual reports and ASX updates. Any further disclosures could be part of the annual reporting process. The Chair intends to exercise all undirected proxies against Resolution 4. 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 4, 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 AGAINST Resolution 4.

The Chair of the Meeting intends to vote undirected proxies AGAINST Resolution 4.

Resolution 5

Additional Audit

The scope of work for the Company Auditors to include the following areas:

- a) The Company's total shareholdings in the two India Projects
 1. Total investment in these two projects held via the company and other investors
 2. Company's shareholdings in these two India Projects held through various fund injections i.e Bria East Asia Fund, Loans to related parties under notes 14.2 and 24 of the 2014 Annual Report and etc.
- b) Allowance for receivables of \$2.316million- Post reporting date event note 32 of Annual Report 2014
The legal obligations of the Company and the appropriateness of such an allowance against 'other receivables' due to rescinding of the S&P Agreement entered with Elpis Property Sdn Bhd and Goodwood Union Sdn Bhd. to determine whether this was a related parties transaction.
- c) Proper Agreements
To ascertain whether all the above transactions are substantiated with property binding agreements and that all related parties transactions were transacted at arms length.

The Management believes that most of the above information has been disclosed in the previous annual reports and ASX updates. Any further disclosures could be part of the annual reporting process. The Chair intends to exercise all undirected proxies against Resolution 5. 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 5, 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 AGAINST Resolution 5.

The Chair of the Meeting intends to vote undirected proxies AGAINST Resolution 5.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 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 11.00 am Singapore Time (1.00 pm AEST) on Sunday 6 December 2015.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/aquegm2015
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 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 **11.00 am Singapore Time (1.00 pm AEST) on Sunday 6 December 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/aquegm2015
- 📠 **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.

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 8 December 2015 at 11.00 am Singapore Time (1.00 pm 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	Appointment of Mr Tan Teng Chuan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Ms Elaine Tan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Mr Wang Eng Chin as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Disclosure of Information	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Additional Audit	<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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2015