

SAPPHIRE CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 198502465W)



NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meanings as used in the circular dated 18 August 2015 issued by the Company (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sapphire Corporation Limited (the "Company") will be held on 2 September 2015 at 11 a.m. at 55 Market Street, #03-01, Singapore 048941 for the purpose of considering and, if thought fit, passing with or without any modifications the following Ordinary Resolutions:

SHAREHOLDERS SHOULD NOTE THAT THE ORDINARY RESOLUTIONS 1 AND 2 ARE INTER-CONDITIONAL. IN THE EVENT THAT EITHER OF THE ORDINARY RESOLUTIONS 1 OR 2 IS NOT PASSED, THE OTHER ORDINARY RESOLUTION 1 OR 2 (AS THE CASE MAY BE) WILL ALSO NOT BE PASSED.

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION, THE TRANSFER OF A CONTROLLING INTEREST TO THE VENDOR AND THE PROPOSED SUBSCRIPTION

That:

- (a) approval be and is hereby given for the proposed acquisition of one (1) share in the capital of Ranken Infrastructure Limited (中铁隆建设有限公司) (the "Target") from Best Feast Limited (the "Vendor") for the consideration of RMB 78.375 million (approximately S\$16.5 million) as a major transaction (the "Proposed Acquisition"), subject to the terms and conditions of the subscription and sale and purchase agreement entered into between the Company, the Target and the Vendor dated 22 November 2014 (the "Agreement");
- (b) approval be and is hereby given for the proposed issue and allotment of 165,000,000 new ordinary shares in the capital of the Company ("Shares") at the issue price of S\$0.10, subject to the terms and conditions of the Agreement (the "Consideration Shares");
- (c) approval be and is hereby given for the transfer of a controlling interest in the Company to the Vendor arising from the allotment and issuance of the Consideration Shares pursuant to Rule 803 of the Listing Manual;
- (d) approval be and is hereby given for the proposed subscription of 6,000 shares in the capital of the Target for the consideration of RMB 282.0 million (approximately S\$59.4 million) (excluding interest on the bonds), representing the issue price of RMB 47,000 (approximately S\$9,895) (the "Proposed Subscription"), subject to the terms and conditions of the Agreement;
- (e) approval be and is hereby given for the proposed issue by the Company of:
 - (i) a RMB 82.0 million (approximately S\$17.3 million) interest free loan to the Target; and
 - (ii) a 4.5% redeemable non-convertible corporate bond amounting to a principal amount of RMB 120.0 million (approximately S\$25.3 million) to the Target; and
 - (iii) a 4.5% redeemable non-convertible corporate bond amounting to a principal amount of RMB 80.0 million (approximately S\$16.8 million) to the Target,

subject to the terms and conditions of the Agreement; and

- (f) any of the directors of the Company ("Directors") be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Acquisition and Proposed Subscription and to give effect to this Ordinary Resolution 1 (including any amendment to the Agreement, execution of any other agreements or documents and procurement of third party consents) as he shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED USE OF PROCEEDS

That:

- (a) approval be and is hereby given for the Target to repay RMB 190.0 million (approximately S\$40.0 million) to the Vendor, representing the amount owed from the acquisition of Chengdu Kai Qi Rui Business Management Co., Ltd (成都凯琪瑞企业管理有限公司), Ranken Railway Construction Group Co., Ltd (中铁隆工程集团有限公司) ("Ranken") and its subsidiaries, provided that Ms Wang Heng and/or Mr Wang Jilu shall grant a personal guarantee or procure such guarantee to be granted for the purpose of securing total banking facilities of not less than RMB 237.5 million (approximately S\$50.0 million) for the Target Group's working capital;
- (b) approval be and is hereby given for Ranken to acquire the land and building (Zhong Tie Long Building, 中铁隆大厦) located at No. 189 Wu Ke Xi Second Road, Wu Hou Area, Chengdu City, Sichuan Province, People's Republic of China (中国, 四川省, 成都市, 武侯区, 189 武科西二路) (the "Commercial Building") from Ms Wang Heng and Mr Wang Jilu, the founding members (the "Founding Members") of Ranken for a purchase consideration of RMB 92.0 million (approximately S\$19.4 million) or 90.0% of the Commercial Building's valuation of RMB 102.0 million (approximately S\$21.5 million) in accordance with the valuation report of the Commercial Building set out in Appendix D of the Circular;
- (c) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Use of Proceeds and to give effect to this Ordinary Resolution 2 (including any execution of any agreements or documents and procurement of third party consents) as he shall think fit and in the interests of the Company.

By Order of the Board

Sapphire Corporation Limited

Teh Wing Kwan

Managing Director and Group Chief Executive Officer

18 August 2015

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the EGM will act as your proxy.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company's registered office at 1 Robinson Road, #17-00 AIA Tower, Singapore 048542 not less than 48 hours before the time appointed for holding the EGM and at 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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.