



CIRCLE INTERNATIONAL HOLDINGS LIMITED

ARBN 621 001 296

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at boardroom, Steinepreis Paganin Office, Level 4, 16 Milligan Street, Perth, Western Australia, 6000 on 30 May 2018 at 11:30am.

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +601 866 13238/+603 8600 1931

Shareholders are urged to attend or vote by lodging the proxy form enclosed with this Notice

CIRCLE INTERNATIONAL HOLDINGS LIMITED

ARBN 621 001 296

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Circle International Holdings Limited (**Company**) will be held at the boardroom, Steinepreis Paganin, Level 4, 16 Milligan Street, Perth, WA, Australia, 6000 on 30 May 2018 at 11:30am (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise part of the Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 11am on 28 May 2018.

Any Shareholder entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies (who need not also be a Shareholder) to attend and vote instead of such Shareholder. To be effective, a validly executed proxy form must be received by the Company not less than 48 hours prior to commencement of the Meeting in accordance with the instructions set out in the Explanatory Memorandum.

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2017 together with the statement by directors' and the auditor's report.

2. Resolution 2 - Re-Election of Director: Dato' Brian Tan

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That Dato' Brian Tan, who retires pursuant to and in accordance with Article 27.5(b) and being eligible, offers himself for election, be elected as a Director in accordance with Article 27.6(a)."

BY ORDER OF THE BOARD

Gabriel Chiappini
Company Secretary
Dated: 24 April 2018

CIRCLE INTERNATIONAL HOLDINGS LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the boardroom, Steinepreis Paganin, Level 4, 16 Milligan Street, Perth, WA, Australia, 6000 on 30 May 2018 at 11:30am.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Election of Director: Dato' Brian Tan

A Proxy Form is enclosed with this Notice including the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is enclosed with the Notice. This may be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company may appoint multiple proxies and may specify the proportion or number of shares in respect of which each proxy is appointed. However, multiple proxies may not be appointed in respect of the same share. Where a member appoints multiple proxies but does not specify the proportion or number of shares in respect of which each proxy

is appointed, each proxy shall be deemed to be appointed in respect of an equal proportion of such member's shares.

Completed Proxy Forms can be sent to the Company by:

Post & Hand
Delivery: Unit D-7-3, Block D, Setiawalk,
Persiaran Wawasan,
Pusat Bandar Puchong,
47160 Puchong,
Selangor Darul Ehsan, Malaysia

Email : corporate@circlecorp.hk

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Financial Statements and Reports

In accordance with the Articles, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2017 together with the statement by directors' and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.circlecorpgroup.com

4. Resolution 1 - Election of Director: Dato' Brian Tan

4.1 General

Article 27.5(a) of the Company's Articles provides that each Director other than any Director retiring and seeking election pursuant to Article 27.3(b), is subject to retirement by rotation in accordance with the Articles.

Article 27.5(b) provides that one-third of the Directors subject to retirement by rotation must retire at each annual general meeting (rounded down to the nearest whole number).

The Company currently has five Directors, one of whom is retiring and seeking election pursuant to Article 27.3(b) at this Meeting. Accordingly, one Director must retire by rotation at this meeting.

Under Article 27.5(c), the Directors to retire by rotation at any annual general meeting must be:

- (a) first, any Director who wishes to retire and not offer themselves for re-election;
- (b) second, those Directors who have been longest in office since their last appointment or reappointment. As between two or more Directors who have been in office an equal length of time, the Director to retire shall, in default of agreement between them, be determined by lot.

Pursuant to the above Articles of the Constitution, Dato' Brian Tan retires by rotation, and being eligible, seeks re-election.

Qualifications and Background

Dato' Brian Tan is the Founder and Chief Executive Officer of the Group. Dato' Brian Tan founded Circle Corp Sdn. Bhd. (CCSB) and since 2009 he has principally been responsible for the overall management, strategic development and decision-making of the Group. He is also the creator of both the Business Circle mobile app and Worldwide Excellence Award.. Over the years, he has constantly introduced new business concepts and ideas inspired by his vision to build improved landscapes for greater socio-economic prosperity.

Prior to his successful foray into the new media technology, Dato' Brian Tan was regarded as a front runner in the music industry and the café retail-chain industry where he brought new concepts into the business, resulting in attracting venture capitalist funding from IDG Capital Partners, ACCEL Partners and SIG. In his early days, his talents in music won him the Taiwan Golden Melody Awards (equivalent to Grammy Awards in the Chinese music industry) for the song "Hu Si Luan Xiang" sung by Michael & Victor, and also produced best-selling artists like A-Do and JJ Lin. He was a pioneer in the digital music revolution in introducing music in the digital format via music4nothing.com, invested by Singatronic, a Singapore public listed company.

He then diversified and using his talents in music and his business acumen, he combined the concept of music and café and created the first music café retail-chain brand in Asia with a total of 19 cafes (Halo Café and Red Ocean Butterfly Café). He also led the cafes to garner the accolade of "The Best South-East Asia Café" in Beijing. Outside Malaysia, Dato' Brian Tan also has ventured successfully across China and other key Chinese language markets in Asia. His regional network is extensive with strong relationships with leaders of industry and influencers across China, Hong Kong, Taiwan, Malaysia and Singapore.

With over 20 years of experience in the business world, Dato' Brian brings extensive experience to the Group and continues inventing and looking into new possibilities in the digital revolution to bring the Group to greater heights. Beyond the business world, Dato' Brian Tan is an active contributor to societal causes and continues to play an active role in support of the betterment of the community. Serving society remains a growing passion which is reflected through his involvement across all Malaysian communities irrespective of race or religion. He is a Member of the United Nations Global Compact, an Executive Advisor to the United Youth Movement of Malaysia, President of the Chung Hwa Correspondence School Malaysia Alumni Association and an Honorary Fellow of the Selangor Malay Chamber of Commerce.

4.2 Additional information

The Board (excluding Dato' Brian Tan) recommends that Shareholders vote in favour of Resolution 1. Dato' Brian Tan with the shares he owns and controls will be voting in favour of his re-election as a director.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

CCH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

By Post or Hand Delivery:
Unit D-7-3, Block D, Setiawalk,
Persiaran Wawasan,
Pusat Bandar Puchong,
47160 Puchong,
Selangor Darul Ehsan, Malaysia

Email:
corporate@circlecorp.hk

For all enquiries call:
+601 866 13238/+603 8600 1931

Proxy Form

XX

 **For your vote to be effective it must be received by 11:30am (WST) Monday, 28 May 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



Visit the website to view company announcements:

www.circlecorpgroup.com

View and update your security holding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Circle International Holdings Limited hereby appoint



the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Circle International Holdings Limited to be held in the boardroom at Steinepreis Paganin Office, Level 4, 16 Milligan Street, Perth, Western Australia on Wednesday, 30 May 2018 at 11:30am (WST) and at any adjournment or postponement of that meeting.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Re-election of Director: Dato' Brian Tan

For

Against

Abstain

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

CCH

999999A

Computershare +