

**THIS DOCUMENT IS IMPORTANT. PLEASE READ IT IMMEDIATELY. If you are in any doubt about the action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your shares in New Trend Lifestyle Group Plc, please send this Document together with the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the person who now holds the shares.

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**NEW TREND LIFESTYLE GROUP PLC**  
**Notice of Annual General Meeting and**  
**Authority to Allot Ordinary Shares**

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Notice of the Annual General Meeting of the Company to be held at 12 noon (local time Singapore) on 25 July 2019 at 22 Kaki Bukit Crescent, Kaki Bukit Techpark I, Singapore 416253 is set out on pages 5 and 6 of this Document.

A Form of Proxy for use at the Annual General Meeting is enclosed, and to be valid the Form of Proxy must be completed in accordance with the instructions set out on it and returned to the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham Kent BR3 4TU as soon as possible, but in any event not later than 9a.m. (London time) on 23 July 2019. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so. Your attention is drawn to the notes to the Form of Proxy.

Your attention is also drawn to the letter from the Chairman of the Company which is set out on page 3 of this Document and recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	27 June 2019
Latest time and date for receipt of Form of Proxy	9a.m. on 23 July 2019
Annual General Meeting	12 noon (local time Singapore) on 25 July 2019

*If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of a Regulatory News Service announcement. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.*

*Unless other stated, all references to time in this document are to London time.*

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### DEFINITIONS

The following definitions apply throughout this Document and the accompanying Form of Proxy unless the context requires otherwise:

<b>"Act"</b>	Companies Act 2006, as amended
<b>"Annual General Meeting"</b> or <b>"AGM"</b>	the Annual General Meeting of the Company convened for 12 noon (local time Singapore) on 25 July 2019 to approve the Resolutions, or any adjournment of that meeting
<b>"Board"</b> or <b>"Directors"</b>	the Directors of the Company, whose names are set out on page 3 of this Document
<b>"Company"</b>	New Trend Lifestyle Group Plc
<b>"Form of Proxy"</b>	the Form of Proxy for use by Shareholders at the AGM
<b>"Ordinary Shares"</b>	the ordinary shares of 0.001p each in the capital of the Company
<b>"Resolutions"</b>	the ordinary and special resolutions of the Company set out in the Notice of Meeting on pages 5 and 6
<b>"Shareholders"</b>	the holders of Ordinary Shares

**NEW TREND LIFESTYLE GROUP PLC**

**LETTER FROM THE CHAIRMAN**

(incorporated and registered in England and Wales with registered number 8000104)

*Registered Office:*

Finsgate  
5-7 Cranwood Street  
London  
EC1V 9EE

*Directors:*

Gregory Collier	(Non-Executive Chairman)
Phang Song Hua	(Chief Executive Officer)
Ajay Kumar Rajpal	(Non-Executive Director)

27 June 2019

To the Shareholders

Dear Shareholder

There is attached to this Document the Notice convening an Annual General Meeting of the Company to be held at 22 Kaki Bukit Crescent, Kaki Bukit Techpark I, Singapore 416253 on 25 July 2019.

The business of the AGM is set out in the Notice of AGM. The ordinary business of the AGM is the approval of the accounts of the Company for the year ended 31 December 2018, the re-election of the directors of the Company and the re-appointment of Jeffreys Henry LLP as auditors.

**ANNUAL GENERAL MEETING**

At the General Meeting, you will be asked to approve by way of ordinary resolutions:

1. the approval of the accounts of the Company for the year ended 31 December 2018;
2. the re-election of Gregory Collier, who offers himself for re-election, under the Articles of Association of the Company;
3. the re-election of Phang Song Hua, who offers himself for re-election, under the Articles of Association of the Company;
4. the re-election of Ajay Kumar Rajpal, who offers himself for re-election, under the Articles of Association of the Company;
5. the re-appointment of Jeffreys Henry LLP as auditors and to authorise the Directors to fix the auditors' remuneration.

**SPECIAL BUSINESS**

It is proposed to grant the Directors authority to allot further Ordinary Shares in accordance with the Act. Resolutions 6 and 7 deal with the proposals.

#### Resolution 6 - To authorise the directors pursuant to Section 551 of the Act

The Act requires that the authority of the Directors to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company should be subject to the approval of Shareholders in General Meeting or to an authority set out in the Company's Articles of Association.

Resolution 7 will be proposed at the AGM, as an ordinary resolution to authorise the Directors to allot unissued shares of the Company up to a total nominal value of £500,000, such authority to expire on whichever is the earlier of the conclusion of the annual general meeting of the Company to be held in 2020 or the date falling eighteen months after the passing of this resolution.

#### Resolution 7 - To disapply the statutory pre-emption rights under Section 561 of the Act

The Act requires that any equity securities issued wholly or partly for cash must be offered to existing Shareholders in proportion to their existing holdings unless otherwise approved by Shareholders in general meeting or excepted under the Company's Articles of Association. Accordingly, a special resolution (resolution 7) will be proposed at the AGM, subject to the passing of resolution 6, to vary the Directors' authority to allot equity securities for cash other than on a pro rata basis. The disapplication of statutory pre-emption rights is subject to limitations. In the case of shares to be issued or in respect of which options and other rights may be granted to employees and officers of the Group the number of Ordinary Shares that may be allotted without invoking the statutory pre-emption rights is up to an aggregate nominal amount of £26,250, *i.e.* at present up to 26,250,000 Ordinary Shares which represents 15 per cent. of the present issued share capital. In the case of shares to be issued or for which rights might be granted for placings and other issues, the shares that may be allotted without being offered by way of rights to existing shareholders under the statutory pre-emption rights is to be up to an aggregate nominal amount of £87,500 which would provide for up to 87,500,000 new Ordinary shares which represents 50 per cent. of the present issued share capital. This authority will expire on the date falling eighteen months after the passing of this resolution or the date of the annual general meeting to be held in 2020, whichever is the earlier.

#### **ACTION TO BE TAKEN**

The Form of Proxy for use by Shareholders at the AGM is enclosed with this Document. If you are unable to be present at the AGM, please complete and sign the Form of Proxy and return it to the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU,, to be received as soon as possible, but in any event not later than 9a.m. (London time) on 23 July 2019.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the AGM instead of you. However, the completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person if you wish to do so. Your attention is drawn to the notes to the Form of Proxy.

#### **RECOMMENDATION**

The Board believes that the Resolutions being put to the Shareholders as described in this letter are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the AGM as they intend to do in respect of their own beneficial holdings.

Yours sincerely

**Gregory Collier**

Chairman

**NEW TREND LIFESTYLE GROUP PLC**  
**(the "Company")**

(incorporated and registered in England and Wales with registered number 8000104)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of New Trend Lifestyle Group Plc will be held at 12 noon (local time Singapore) on 25 July 2019 at 22 Kaki Bukit Crescent, Kaki Bukit Techpark I, Singapore 416253 (the "**Meeting**") to consider and, if thought fit, to pass the following ordinary and special resolutions of the Company as stated below.

**ORDINARY BUSINESS**

*As ordinary resolutions*

1. To receive and adopt the statement of accounts for the year ended 31 December 2018, together with the reports of the Directors and the auditors thereon.
2. That Gregory Collier, a Director retiring by rotation who offers himself for re-election under the Articles of Association of the Company be and he is hereby re-elected as a Director of the Company.
3. That Phang Song Hua, a Director retiring by rotation who offers himself for re-election under the Articles of Association of the Company be and he is hereby re-elected as a Director of the Company.
4. That Ajay Kumar Rajpal, a Director retiring by rotation who offers himself for re-election under the Articles of Association of the Company be and he is hereby re-elected as a Director of the Company.
5. To re-appoint Jeffrey's Henry LLP, as auditors of the Company and to authorise the Directors to fix their remuneration.

**SPECIAL BUSINESS**

*As an ordinary resolution*

6. THAT, in accordance with Section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a total nominal value of £500,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2020 or the date falling eighteen months after the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 551 of the Companies Act 2006, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

*As a special resolution*

7. THAT, the Directors be and they are hereby empowered (in substitution for and to the exclusion of any other existing powers save to the extent that the same have been previously exercised) pursuant to Section 551 of the Companies Act 2006 to allot equity securities (within the

meaning of Section 560 of the Companies Act 2006) of the Company for cash pursuant to the authority conferred on them by Resolution 6 and to allot relevant securities as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that the disapplication of the statutory pre-emption rights is limited to:

- (a) up to an aggregate nominal amount of £26,250 in respect of Ordinary Shares which may be issued, in respect of which Rights may be granted to employees and officers of the NTL Group; and
- (b) up to an aggregate nominal amount of £87,500 in respect of Ordinary Shares which may be issued or in respect of which Rights may be granted otherwise than by way of rights issue in accordance with the statutory pre-emption rights.

This power shall (unless previously revoked or varied by the Company in General Meeting) expire eighteen months after the date of the passing of this Resolution or at the conclusion of the Annual General Meeting of the Company to be held in 2020 whichever first occurs save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Dated: 27 June 2019

By order of the Board

**International Registrars Limited**

*Company Secretary*

Registered office:  
Finsgate  
5-7 Cranwood Street  
London  
EC1V 9EE  
United Kingdom