



M2L HOLDINGS LIMITED
(Registration No. 201120428N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of M2L Holdings Limited (the "Company") will be held at the following place, date and time:

Place : 2 Pandan Valley #01-202
Acacia Court
Singapore 597626

Date : 29 August 2012

Time : 10:00 a.m.

for the purpose of considering, and if thought fit, passing the following resolutions which will be proposed as Ordinary Resolution:

Authority to Issue Shares

THAT in accordance with Section 161 of the Companies Act (Cap. 50) the Directors be and is hereby given power to issue up to 33,000,000 ordinary shares in the share capital of the Company ("Shares") for such consideration and on such terms and to such persons as they in their absolute discretion think fit, including but not limited to:

- (a) the issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options ("Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of options, warrants, debentures or other instruments convertible into shares; and
- (c) notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

AND THAT unless otherwise modified or revoked earlier, such power shall continue to be in force until the holding of the next Annual General Meeting of the Company.

DATE 29 August 2012

BY ORDER OF THE BOARD

Tay Kwee Yong
Company Secretary

Notes

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not also be a member.
- (2) The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time of the Meeting.

EXPLANATORY NOTES

1. The Ordinary Resolution proposed, if passed, will empower Directors of the Company from the date of the extraordinary general meeting ("EGM") until the date of the next annual general meeting, to allot and issue new Shares and/or securities convertible into Shares. The total number of Shares (including any Shares issued pursuant to any convertible securities granted) which the Directors may allot and issue under this Resolution shall not exceed 33,000,000 new Shares.
2. This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued or granted under this authority.
3. The Directors seek this mandate so that they have the ability to issue Shares and/or convertible for, amongst others, the following purposes:
 - (a) to raise funds to:
 - (i) meet the working capital needs of the Company and its operating subsidiaries;
 - (ii) expand the scope and scale of businesses of the Company's operating subsidiaries; and
 - (iii) acquire new businesses and companies; and
 - (b) as payment of purchase consideration for acquisition of new businesses and companies.
4. Taking into account the aforesaid purpose of and rationale for the share issue mandate, the Directors are of the view that the Resolution is in the interest of the Company and therefore recommend that shareholders vote in favour of the Resolution.



M2L HOLDINGS LIMITED
ARBN 154 095 897

LODGE YOUR VOTE

By mail:
M2L Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

by hand:
delivering it to Link Market Services Limited, Level 12, 680 George Street,
Sydney NSW 2000

All enquiries to: Telephone: 1300 554 474 **Overseas:** +61 2 8280 7111

VOTING INSTRUCTION FORM

STEP 1

DIRECTION TO CHESS DEPOSITORY NOMINEES PTY LTD

I/We being a holder of CHESS Depository Interests (CDI) of M2L Holdings Limited (the Company) hereby direct CHESS Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Extraordinary General Meeting of the Company to be held at **10:00am on Wednesday, 29 August 2012 at 2 Pandan Valley #01-202, Acacia Court, Singapore 597626** and at any adjournment of that meeting, in the manner set out below.

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than **48 hours before the meeting**.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING INSTRUCTIONS

Resolution 1
Authority to Issue Shares

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i If you do not mark either the "FOR", "AGAINST" and "ABSTAIN" box your vote will be cast in favour of the Resolution(s).

STEP 3

SIGNATURE OF CDI HOLDERS - THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

MLH VDF202



HOW TO COMPLETE THIS VOTING INSTRUCTION FORM

Your Name and Address

This is your name and address as it appears on the company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDI's using this form.**

Direction to CHESS Depository Nominees Pty Ltd

Each CHESS Depository Interest (CDI) is evidence of an indirect ownership in a Common Share. The underlying Common Shares are registered in the name of CHESS Depository Nominees Pty Ltd (CDN). As holders of CDI's are not the legal owners of the Common Shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDI's. For voting purposes each CDI is equivalent to one Common Share.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either CDI Holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Lodgement of a Voting Instruction Form

This Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 27 August 2012**, being not later than 48 hours before the commencement of the meeting. Any Voting Instruction Form received after that time will be invalid.

Voting Instruction Forms may be lodged using the reply paid envelope or:



by mail:

M2L Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.