



**M2L HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
(ARBN 154 095 897)

**AMENDED NOTICE OF ANNUAL GENERAL MEETING**

**This Amended Notice of Annual General Meeting must be read with  
the Notice of Annual General Meeting dated 22 May 2014.**

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

**Place:** Gardenasia  
240 Neo Tiew Crescent  
Singapore 718898

**Date:** 22 June 2014

**Time:** 10:30 a.m.

to consider and, if thought fit, to pass with or without modification the following proposed resolutions:-

**AS ORDINARY RESOLUTIONS**

1. THAT the Directors' Report, Statement by Directors and audited financial statements of the Company for the period from 1st October 2012 to 30 March 2014 (collectively, the "**2014 Annual Report**") be and are hereby adopted.

Explanatory Note:

Note 1 of the attached Explanatory Notes sets out information and instruction on how to obtain your copy of the 2014 Annual Report.

2. THAT Ms Chua Soon Beng Ellen, being a person:
  - (a) who is over the age of 70, and
  - (b) who retires pursuant to Article 19.4 and, being eligible, had offered herself for reappointment,

be and is hereby reappointed as a director of the Company and, in accordance with Section 153(6) of the Companies Act, hold such office until the conclusion of the next Annual General Meeting.

Explanatory Note:

Note 2 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

3. THAT Mr Tham Khai Wor who retires pursuant to Article 20.2 and, being eligible, had offered himself for reappointment, be and is hereby reappointed as director of the Company.

Explanatory Note:

Note 3 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

4. THAT pursuant to Section 161 of the Companies Act (Cap. 50), full authority be and is hereby given to the directors of the Company to issue such number of the Company's unissued share capital to such persons at such times and for such consideration as the directors in their discretion shall determine to be in the best interests of the Company AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting PROVIDED ALWAYS that such number of new shares issued under this mandate (if any) shall not exceed 15% of the Company's issued and paid up share capital and all other terms of such issue thereof shall at all times be in accordance with the Listing Rules (the "Listing Rules") of the National Stock Exchange of Australia ("NSX").
5. THAT MGI Singapore PAC be and is hereby reappointed as auditors of the Company for the next financial year AND THAT the directors be and are hereby authorised to fix their remuneration.
6. THAT the Company's proposal to diversify its core business activities to include minerals and other natural resources exploration, production, mining and other ancillary activities be and is hereby approved.

Explanatory Note:

Note 4 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

**AS SPECIAL RESOLUTION**

7. THAT the name of the Company be and is hereby changed from "M2L Holdings Limited" to "MLH Limited"; AND THAT any reference to the Company's previous name in its Memorandum and Articles of Association be substituted with its new name.

Explanatory Note:

Note 5 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

By Order of the Board

CHONG HOCK TAT ROBIN  
Singapore  
23 May 2014



**M2L HOLDINGS LIMITED**  
ARBN 154 095 897

## LODGE YOUR VOTE



**ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



**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, 1A Homebush Bay Drive,  
Rhodes NSW 2138



**All enquiries to: Telephone:** +61 1300 554 474

## VOTING INTENTION 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 Annual General Meeting of the Company to be held at **10:30am on Sunday, 22 June 2014 at Gardenasia, 240 Neo Tiew Crescent, Singapore 718898** 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

	For	Against	Abstain*
2 THAT Ms Chua Soon Beng Ellen is hereby reappointed as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 THAT Mr Tham Khai Wor is hereby reappointed as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 THAT pursuant to Section 161 of the Companies Act (Cap.50), full authority be and is hereby given to the directors of the Company to issue such number of the company's unissued share capital to such persons at such times and for such consideration as the directors in their discretion shall determine to be in the best interests of the Company AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting PROVIDED ALWAYS that such number of new shares issued under this mandate (if any) shall not exceed 15% of the Company's issued and paid up share capital and all other terms of such issue thereof shall at all times be in accordance with the Listing Rules (the " <u>Listing Rules</u> ") of the National Stock Exchange of Australia (" <u>NSX</u> ").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 THAT MGI Singapore PAC be and is hereby reappointed as auditors of the Company for the next financial year AND THAT the directors be and are hereby authorised to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 THAT the Company's proposal to diversify its core business activities to include minerals and other natural resources exploration, production, mining and other ancillary activities be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 THAT the name of the Company be and is hereby changed from "M2L Holdings Limited" to "MLH Limited"; AND THAT any reference to the Company's previous name in its Memorandum and Articles of Association be substituted with its new name.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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 VDF402**



## 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 **10:30am on Friday, 20 June 2014**, 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:



**ONLINE**

**[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)**

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, CDI holders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**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, 1A Homebush Bay Drive, Rhodes NSW 2138.



**M2L HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
(ARBN 154 095 897 Co Reg 201120428N)

**NOTICE OF ANNUAL GENERAL MEETING**

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

**Place:** Gardenasia  
240 Neo Tiew Crescent  
Singapore 718898

**Date:** 22 June 2014

**Time:** 10:30 a.m.

to consider and, if thought fit, to pass with or without modification the following proposed resolutions:-

**AS ORDINARY RESOLUTIONS**

1. THAT the Directors' Report, Statement by Directors and audited financial statements of the Company for the period from 1st October 2012 to 30 March 2014 (collectively, the "**2014 Annual Report**") be and are hereby adopted.

Explanatory Note:

Note 1 of the attached Explanatory Notes sets out information and instruction on how to obtain your copy of the 2014 Annual Report.

2. THAT Ms Chua Soon Beng Ellen, being a person:
  - (a) who is over the age of 70, and
  - (b) who retires pursuant to Article 19.4 and, being eligible, had offered herself for reappointment,

be and is hereby reappointed as a director of the Company and, in accordance with Section 153(6) of the Companies Act, hold such office until the conclusion of the next Annual General Meeting.

Explanatory Note:

Note 2 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

3. THAT Mr Tham Khai Wor who retires pursuant to Article 20.2 and, being eligible, had offered himself for reappointment, be and is hereby reappointed as director of the Company.

Explanatory Note:

Note 3 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

4. THAT pursuant to Section 161 of the Companies Act (Cap. 50), full authority be and is hereby given to the directors of the Company to issue such number of the Company's unissued share capital to such persons at such times and for such consideration as the directors in their discretion shall determine to be in the best interests of the Company AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting PROVIDED ALWAYS that such number of new shares issued (if any) and all terms of such issue thereof shall at all times be in accordance with the Listing Rules (the "Listing Rules") of the National Stock Exchange of Australia ("NSX").
5. THAT MGI Singapore PAC be and is hereby reappointed as auditors of the Company for the next financial year AND THAT the directors be and are hereby authorised to fix their remuneration.
6. THAT the Company's proposal to diversify its core business activities to include minerals and other natural resources exploration, production, mining and other ancillary activities be and is hereby approved.

Explanatory Note:

Note 4 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

**AS SPECIAL RESOLUTION**

7. THAT the name of the Company be and is hereby changed from "M2L Holdings Limited" to "MLH Limited"; AND THAT any reference to the Company's previous name in its Memorandum and Articles of Association be substituted with its new name.

Explanatory Note:

Note 5 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

By Order of the Board



CHONG HOCK TAT ROBIN

Singapore

22 May 2014

## EXPLANATORY NOTES

### **Explanatory Note 1:**

1. A copy of the 2014 Annual Report will be sent to you by separate cover in due course. Alternatively, you may also obtain your copy of the 2014 Annual Report at any time from 1 June 2014, **free of cost**, in one or more of the following manners:
  - (a) by downloading an electronic copy thereof from the Company's official website (URL: [www.m2lholdings.com](http://www.m2lholdings.com))
  - (b) by requesting for an electronic copy thereof to be e-mailed to you by sending your request by e-mail to [accounts@m2lholdings.com](mailto:accounts@m2lholdings.com); or
  - (c) by requesting for a printed copy thereof to be posted to you by ordinary mail by sending your request:
    - (i) by e-mail to [accounts@m2lholdings.com](mailto:accounts@m2lholdings.com); or
    - (ii) by telephone to 02 82807100.

### **Explanatory Note 2:**

#### *Reason for proposed Resolution 2*

1. Section 153(6) of the Companies Act requires that a person of or over the age of 70 years may, by an ordinary resolution passed at an annual general meeting of a company, be appointed or re-appointed as a director of the company to hold office until the next annual general meeting of the company.
2. Article 19.4 requires that a person appointed as a director by directors during the year, either to fill a casual vacancy or as an additional director, retire at the next annual general meeting following their appointment. This retiring director shall be eligible for re-election.
3. Ms Chua Soon Beng Ellen, aged above 70, was appointed a director by the directors under Article 19.4 on 14 January 2014, a date after the last annual general meeting. Therefore, Ms Chua Soon Beng Ellen must be re-appointed by an ordinary resolution to hold office until conclusion of the next annual general meeting.

#### *Effect of proposed Resolution 2*

4. The proposed Resolution 2, if passed, will allow Ms Chua Soon Beng Ellen to hold office as director from the passing thereof until conclusion of the next annual general meeting.

### **Explanatory Note 3**

#### *Reason for proposed Resolution 3*

1. Article 20.2 read with Article 19.4 requires that one-third of the directors for the time being (excluding director(s) appointed under Article 19.4) retire at an annual general meeting. This article is not applicable to the Company's Managing Director. Article 20.3 allows a director retiring under Article 20.2 to be eligible for reappointment as director.
2. The Company's board currently comprise Ms Chua Soon Beng Ellen, Mr Tham Kai Wor and Mr Chong Hock Tat Robin. Ms Chua Soon Beng Ellen will retire at the Annual General Meeting under Article 19.4 and Mr Chong Hock Tat Robin is the Company's Managing Director. Accordingly, Mr Tham Kai Wor will be the director retiring pursuant to Article 20.2 and, being eligible, offer himself for reappointment.

#### *Effect of proposed Resolution 3*

3. The proposed Resolution 3, if passed, will allow Mr Tham Kai Wor to hold office as director from the passing thereof.

### **Explanatory Note 4**

#### *Reason for proposed Resolution 6*

1. Trading and quotation of the Company's securities on NSX is currently suspended pending the Company satisfying its obligations under the Listing Rules. Currently, directors are exploring various avenues to satisfy these obligations under the Listing Rules, including the possible acquisition of a 51% controlling stake in Guilford Training Centre Private Limited as announced by the Company on 4 April 2014 (the "**April Announcement**").
2. Since the April Announcement, the Company has received a number unsolicited commercial proposals, including a few proposals ("**Alternative Proposals**") involving profitable and operating mining companies. These proposals appear to directors to be credible and promising, and because of this, the directors would like explore these proposals in more detail.
3. If any of the Alternative Proposals is accepted and implemented, the Company's core business will be expanded to include minerals and other natural resources exploration, production, mining and other ancillary activities (the "**Natural Resources Sector**"). Accordingly, the director's now seek shareholder's approval to diversify the Company's core business in order to more vigorously pursue the Alternative Proposals.

#### *Effect of proposed Resolution 6*

4. The proposed Resolution 6, if passed, does not authorise the Company to make



substantial acquisitions in the Natural Resources Sector. Any such substantial acquisition will still require separate shareholders' approval. The proposed Resolution 6, if passed, however will allow and facilitate directors to pursue more vigorously and in greater detail the Alternative Proposals and/or other commercial opportunities in the Natural Resources Sector.

5. If the Company proposes to make any acquisition in the Natural Resources Sector, either arising from any of the Alternative Proposal or otherwise, which will give rise to a significant change to the nature and scope of the Company's activities, the Company will:
  - (a) immediately notify NSX in accordance with the Listing Rules; and
  - (b) seek a separate shareholders' approval for such substantial acquisition.

#### **Explanatory Note 5**

##### **Reason for proposed Resolution 7**

1. The corporate brand “M2L” in its current name is a derivative of “Mandarin as a 2<sup>nd</sup> Language”. As the Company does not offer or intends to offer Mandarin as a second language courses, the directors believe that its current name is no longer suitable to reflect its current and future business activities. Accordingly, the directors propose that the name of the Company be changed to MLH Limited so that a new corporate identity can be built around the corporate brand “MLH”, which is the Company's CHES stock code.

##### **Effect of proposed Resolution 7**

2. The proposed Resolution 7, if passed, changes only the Company's name. It does not alter in any manner all the Company's existing rights and obligations. This change of name, also does not alter any of your rights and/or entitlements as holder of the Company's securities.