LORENZO

LORENZO INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200508277C)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at **27 Kaki Bukit Place, Eunos Techpark, Singapore 416205 on 29 April 2015 (Wednesday) at 10:30 a.m. to transact the following business:**

ORDINARY BUSINESSES

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors of the Company. **Resolution 1**
2. To re-elect as a Director, Ms Lie Chin Chin, who is retiring under Article 90 of the Company's Articles of Association:
   Ms Lie Chin Chin will, upon re-election as a Director of the Company, remain as an Independent Director of the Company as well as the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee, and will be considered independent of the Management. **Resolution 2**
3. To re-elect as a Director, Mr Christopher Chong Meng Tak who is retiring under Article 90 of the Company's Articles of Association:
   Mr Christopher Chong Meng Tak will, upon re-election as a Director of the Company, remain as an Independent Director of the Company as well as the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee, and will be considered independent of the Management. **Resolution 3**
4. To re-elect as a Director, Mr Goh Ah Lee, who is retiring under Article 90 of the Company's Articles of Association:
   Mr Goh Ah Lee will, upon re-election as a Director of the Company, remain as an Executive Director of the Company. **Resolution 4**
5. To re-elect as a Director, Mr Lim Pang Hern, who is retiring under Article 96 of the Company's Articles of Association:
   Mr Lim Pang Hern will, upon re-election as a Director of the Company, remain as an Executive Director and Deputy Chairman of the Company. **Resolution 5**
6. To re-elect as a Director, Mr Teoh Jin Thean, who is retiring under Article 96 of the Company's Articles of Association:
   Mr Teoh Jin Thean will, upon re-election as a Director of the Company, remain as an Executive Director of the Company. **Resolution 6**
7. To re-elect as a Director, Mr Yeow See Onn, who is retiring under Article 96 of the Company's Articles of Association:
   Mr Yeow See Onn, will, upon re-election as a Director of the Company, remain as an Independent Director of the Company as well as the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee, and will be considered independent of the Management. **Resolution 7**
8. To approve the payment of Directors' fees of S$111,540 for the financial year ending 31 December 2015, to be paid quarterly in arrears. **Resolution 8**
9. To re-appoint Messrs Foo Kon Tan LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **Resolution 9**
10. To transact any other business that may be transacted at an Annual General Meeting.

SPECIAL BUSINESSES

11. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:
    "That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:
    (a) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
    (ii) make or grant offers, agreements or options (collectively "**Instruments**") that might or would require shares to be issued, including but not limited to the creation or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions, for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
    (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided always that:
    (i) the aggregate number of shares (including shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the Shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
    (ii) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (I) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the Company at the time of the passing of this Resolution, after adjusting for:
    (aa) new shares arising from the conversion or exercise of any convertible securities;
    (bb) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
    (cc) any subsequent bonus issue, consolidation or subdivision of shares;
    (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
    (iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of 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 the earlier."
    [See Explanation Note 1] **Resolution 10**
12. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:
    "That the Board of Directors be and is hereby authorised to:
    (a) grant awards ("**Awards**") in accordance with the provisions of the Lorenzo Share Performance Share Plan ("**Lorenzo SPP**"); and
    (b) pursuant to Section 161 of the Singapore Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards under the Lorenzo SPP,

provided that the total number of new shares to be issued pursuant to the Awards granted under the Lorenzo SPP shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of 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 the earlier."
[See Explanation Note 2] **Resolution 11**

By Order of the Board
Lim Pang Hern
Executive Director and Deputy Chairman
9 April 2015

Explanatory Notes:

1. The Ordinary Resolution 10 in item 11 above, if passed, will empower the Directors of the Company, effective until the conclusion of 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.
   For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
2. The Ordinary Resolution 11 in item 10 above, if passed, will empower the Directors of the Company, effective until the conclusion of 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant award of shares in accordance with the provisions of the Lorenzo SPP and pursuant to Section 161 of the Singapore Companies Act, Cap. 50 to allot and issue shares under the Lorenzo SPP, provided that the total number of new shares issued under the Lorenzo SPP shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. The Lorenzo SPP was first approved by the Shareholders of the Company at the Company's Extraordinary General Meeting held on 9 December 2009 and subsequently renewed at the Company's Ninth Annual General Meeting held on 29 April 2014. For further details on the Lorenzo SPP, please refer to the Company's Circular to Shareholders dated 23 November 2009, which may be found on the SGXNET (http://www.sgx.com/wps/portal/sgxweb/home/company_disclosure/prospectus_circulars).

Notes:

1) A member entitled to attend and vote at the Tenth Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 27 Kaki Bukit Place, Eunos Techpark, Singapore 416205 at least 48 hours before the time fixed for the Tenth Annual General Meeting.

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