

# NOTICE OF EXTRAORDINARY GENERAL MEETING

## ANNAIK LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197702066M)

All capitalised terms contained herein shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders of the Company dated 5 April 2016 (the "**Circular**").

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of AnnAik Limited (the "**Company**") will be held at 52 Tuas Avenue 9, Singapore 639193 on 28 April 2016 at 11.00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:-

### **SPECIAL RESOLUTION 1: THE PROPOSED TRANSFER OF THE COMPANY FROM THE MAIN BOARD OF THE SGX-ST TO THE CATALIST**

It is RESOLVED that:-

- (a) approval be and is hereby given for the Company to be transferred from the Main Board of the SGX-ST to the Catalist; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient, necessary to give effect to the transactions contemplated and/or authorised by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

### **SPECIAL RESOLUTION 2: THE PROPOSED NEW SHARE ISSUE MANDATE IN ACCORDANCE WITH RULE 806(2) OF SECTION B: RULES OF CATALIST OF THE LISTING MANUAL**

**Shareholders should note that the New Share Issue Mandate is conditional upon the passing of the resolution relating to the Proposed Transfer as the limits of the New Share Issue Mandate are based on the higher threshold limits as set out under the Catalist Rules, as opposed to the lower threshold limits as set out under the Main Board Rules. The Company will only be able to enjoy such higher threshold limits if its Proposed Transfer to the Catalist is first approved by the Shareholders such that it becomes a company listed on the Catalist. If the resolution relating to the Proposed Transfer is not passed, the Company will remain a company listed on the Main Board and hence continue to be subject to the Main Board Rules, including the rules relating to share issue mandates. As such, if the resolution relating to the Proposed Transfer is not passed, the resolution relating to the New Share Issue Mandate will also not be passed as the Company, which will remain subject to the Main Board Rules, will not be able to enjoy the higher threshold limits as set out under the Catalist Rules for companies listed on the Catalist.**

It is RESOLVED that pursuant to Section 161 of the Companies Act and subject to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:-

- (a) (i) allot and issue shares in the capital of 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 and 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 and for such purposes as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding that 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,

provided that:-

- (i) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) to be issued pursuant to this resolution does not exceed 100.0% 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), whether on a *pro rata* or non-*pro rata* basis;
- (ii) (subject to such manner of calculations 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 percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this resolution is passed after adjusting for:-
  - (1) new Shares arising from the conversion or exercise of any convertible securities;
  - (2) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (3) any subsequent bonus issue, consolidation or sub-division of Shares;
- (iii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Companies Act and the Constitution; and
- (iv) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 1 below)

**BY ORDER OF THE BOARD**

Siau Kuei Lian  
Company Secretary  
Singapore, 5 April 2016

**Explanatory Note:**

- (1) Resolution 2 on the proposed New Share Issue Mandate proposed above, if passed, will empower the Directors, effective until the conclusion of the next AGM, or the date by which the next AGM 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, 100.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, whether on a *pro rata* or non-*pro rata* basis.

**Notes:-**

1. A Member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the Extraordinary General Meeting of the Company (the "**Meeting**") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. A Relevant Intermediary\* may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 52 Tuas Avenue 9, Singapore 639193 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Personal data privacy:-**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.