



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Amara Holdings Limited (the “**Company**”) will be held at Amara Ballroom 2, Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539 on 29 April 2014 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

Resolution 1: Ordinary Resolution
Proposed Adoption of the Amara Performance Share Plan

THAT:

- (a) a new share plan to be known as the “Amara Performance Share Plan” (the “**Plan**”) under which awards of ordinary shares in the capital of the Company (the “**Shares**”) will be granted, free of payment, to selected executive directors and employees of the Company and/or its subsidiaries, particulars of which are set out in Appendix A of the Company’s Circular to Shareholders dated 14 April 2014, be and is hereby approved and adopted; and
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to grant awards in accordance with the provisions of the Plan and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of Shares available under the Plan shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company (excluding Treasury Shares) from time to time;
 - (iv) subject to the same being allowed by law, to apply any Shares purchased under any share purchase mandate or any Shares held in treasury by the Company towards the satisfaction of Awards granted under the Plan; and
 - (v) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

Resolution 2: Ordinary Resolution

Proposed Participation of Mr Albert Teo Hock Chuan, the Chief Executive Officer and a Controlling Shareholder of the Company, in the Amara Performance Share Plan

THAT:

Subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation of Mr Albert Teo Hock Chuan, the Chief Executive Officer and a Controlling Shareholder of the Company, in the Amara Performance Share Plan.

Resolution 3: Ordinary Resolution

Proposed Participation of Ms Susan Teo Geok Tin, an Executive Director, a Company Secretary and a Controlling Shareholder of the Company, in the Amara Performance Share Plan

THAT:

Subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation of Ms Susan Teo Geok Tin, an Executive Director, a Company Secretary and a Controlling Shareholder of the Company, in the Amara Performance Share Plan.

Resolution 4: Ordinary Resolution

Proposed Participation of Mr Teo Kwee Chuan, a Controlling Shareholder of the Company, in the Amara Performance Share Plan

THAT:

Subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation of Mr Teo Kwee Chuan, a Controlling Shareholder of the Company, in the Amara Performance Share Plan.

Resolution 5: Ordinary Resolution

Proposed Participation of Ms Corinne Teo Siew Bee, a Controlling Shareholder of the Company, in the Amara Performance Share Plan

THAT:

Subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation of Ms Corinne Teo Siew Bee, a Controlling Shareholder of the Company, in the Amara Performance Share Plan.

By Order of the Board

Susan Teo Geok Tin / Foo Soon Soo
Company Secretaries

Singapore
14 April 2014

Notes:

- (1) Save as provided in the Articles of Association, a member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint up to two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) If the appointor is a corporation, the instrument appointing the proxy or proxies must be executed either under its seals or under the hand of its officer or attorney duly authorised.
- (3) The instrument appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 100 Tras Street #06-01, 100 AM, Singapore 079027, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.
- (4) All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's circular to Shareholders dated 14 April 2014 (the "**Circular**") (including supplements and modifications thereto). Shareholders should refer to the Circular for information relating to the proposed adoption of the Plan.