LERENO BC

Investing for the Next Generation

能源生化有限公司
LERENO BIO-CHEM LTD

(Incorporated in the Republic of Singapore)
(Registration No. 197401961C)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Imagination Room, Level 5, National Library Building, 100 Victoria Street, Singapore 188064 on Wednesday, 19 July 2017 at 11.00 a.m. to transact the following business:–

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2017 and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Regulation 95 of the Company's Constitution:–
   (a) Mr Goh Yeow Tin **(Resolution 2)**
   (b) Mr Ong Choon Lui **(Resolution 3)**

   [See Explanatory Note 1]
3. To approve the Directors' fees of S$57,600 for the financial year ended 31 March 2017. (2016: S$57,600) **(Resolution 4)**
4. To re-appoint Foo Kon Tan LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:–

5. RENEWAL OF LERENO BIO-CHEM LTD RESTRICTED SHARE SCHEME (THE "LBC RSS") AND LERENO BIO-CHEM LTD PERFORMANCE SHARE SCHEME (THE "LBC PSS")

"That authority be and is hereby given to the Directors of the Company to issue and allot shares under the LBC RSS and the LBC PSS (the "Schemes") established by the Company from time to time and in accordance with the terms and conditions of the Schemes provided always that the aggregate number of shares to be allotted and issued pursuant to the Schemes collectively shall not exceed 15% of the Company's issued share capital on the day preceding the relevant date of award of the shares subject to the following:

(i) the aggregate number of shares available to eligible controlling shareholders and their associates under each of the Schemes shall not exceed 25% of the shares available under each of the Schemes which may be issued by the Company, and

(ii) the aggregate number of shares to be issued to any one controlling shareholder or his associate under each of the Schemes shall not exceed 10% of the total number of shares which may be issued by the Company under each of the Schemes."

[See Explanatory Note 2] **(Resolution 6)**

6. **RENEWAL OF SHARE ISSUE MANDATE**

"That pursuant to Section 161 of the Companies Act, Chapter 50 and subject to Rule 806 of the Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:

(a) (i) 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 or convertible securities (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 and to such persons as the Directors may in their absolute discretion deem fit;

(b) issue shares in pursuance of any Instruments made or granted by the Directors or conversion of securities while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force), provided that:

(i) the aggregate number of Shares and convertible securities/Instruments to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

(ii) 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 and subsidiary holdings) shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:

(1) new Shares arising from the conversion or exercise of convertible securities,

(2) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist of the SGX-ST; and

(3) 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 Rules of Catalist of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and

(iv) such authority shall, unless revoked or varied by the Company at 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; and

(c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above." **(Resolution 7)**

[See Explanatory Note 3]

ANY OTHER BUSINESS

7. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Pan Mi Keay
Company Secretary
4 July 2017

Explanatory Notes:–

1. Mr Goh Yeow Tin, upon re-election as Director of the Company, remain as Chairman of Nominating Committee and a member of the Audit Committee and Remuneration Committee and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

   Mr Ong Choon Lui (Executive Director) is the son of Mr Ong Puay Koon (Managing Director and Chief Executive Officer).

   Detailed information of Mr Goh Yeow Tin and Mr Ong Choon Lui can be found under the "Board of Directors" section in the Company's Annual Report 2017.
2. The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to grant awards and to issue and allot shares in the capital of the Company pursuant to the LBC RSS and the LBC PSS up to an amount in aggregate not exceeding 15% of the issued share capital of the Company.
3. The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of this meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in the general meeting, whichever is the earlier, to allot and issue shares and/or convertible securities in the Company at any time. The number of shares and/or convertible securities that the Directors may allot and issue under this resolution would not exceed 100 per cent (100%) of the issued share capital (excluding treasury shares and subsidiary holdings), of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, at the time the resolution is passed.

Notes:–

(1) (a) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

(b) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

(2) A proxy need not be a member of the Company.

(3) A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.

(4) The instrument or form appointing a proxy, duly executed, must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898 not less than 48 hours before the time appointed for holding the Annual General Meeting in order for the proxy to be entitled to attend and vote at the Annual General Meeting.

DIRECTORS' RECOMMENDATION

The Directors are all eligible to participate in, and are therefore interested in the LBC PSS and/or LBC RSS. They have accordingly abstained from making any recommendation on, and in the case of Directors who are Controlling Shareholders, shall abstain from voting in respect of the proposed Ordinary Resolution 6.

Each Director shall also decline to accept appointment as proxies for any Shareholder to vote in respect of the said proposed Ordinary Resolution 6 unless specific instructions have been given in the Proxy Form on how the Shareholders wish for their votes to be cast in respect of the said proposed Ordinary Resolution 6.

ABSTENTION FROM VOTING

Pursuant to Rule 858 of the Rules of Catalist, Shareholders who are eligible to participate in the LBC RSS and LBC PSS should abstain from voting on the proposed Ordinary Resolution 6, and should not accept nominations as proxies unless specific instructions have been given in the proxy instrument by the Independent Shareholders appointing them on how they wish their votes to be cast for proposed Ordinary Resolution 6.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Notice are fair and accurate in all material respects and there are no material facts the omission of which would make any statement in this Notice misleading in any material respect.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the SGX-ST. RHT Capital Pte. Ltd. has not independently verified the contents of this Notice. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Mr Leong Weng Tuck, Registered Professional, RHT Capital Pte. Ltd. at Six Battery Road, #10-01, Singapore 049909, telephone (65) 6381 6757.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General 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.