

  
**ADVENTUS HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200301072R)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at NUSS Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 on Thursday, 30 April 2015 at 10.00 a.m. for the following purposes:-

**ORDINARY BUSINESS**

1. To receive and adopt the audited accounts for the financial year ended 31 December 2014 and the reports of the Directors and Auditors thereon. [Resolution 1]
2. To re-elect Ms Kum Ping Wei, who is retiring pursuant to Article 95 of the Articles of Association of the Company. [Resolution 2]  
Ms Kum Ping Wei, upon re-election as Director of the Company, shall remain as the Executive Director of the Company.  
(See Explanatory Note 1)
3. To re-elect Mr Chin Bay Ching, who is retiring pursuant to Article 96 of the Articles of Association of the Company. [Resolution 3]  
Mr Chin Bay Ching, upon re-election as Director of the Company, shall remain as the Chairman of the Board of Directors and a member of the Nominating Committee.  
(See Explanatory Note 1)
4. To re-elect Mr Loh Eu Tse Derek, who is retiring pursuant to Article 96 of the Articles of Association of the Company. [Resolution 4]  
Mr Loh Eu Tse Derek, upon re-election as Director of the Company, shall remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and shall be considered independent for the purpose of Rule 704(7) of the Listing Manual, Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("Catalist Rules").  
(See Explanatory Note 1)
5. To re-elect Ms Tan Soh Hoong, who is retiring pursuant to Article 96 of the Articles of Association of the Company. [Resolution 5]  
Ms Tan Soh Hoong, upon re-election as Director of the Company, shall remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees and shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.  
(See Explanatory Note 1)
6. To re-appoint Mr Gersom G Vetuz whom will retire and seek re-appointment under Section 153(6) of the Companies Act, Cap 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. [Resolution 6]  
Mr Gersom G Vetuz, upon re-appointment as Director of the Company, shall remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.  
(See Explanatory Note 1)
7. To approve Directors' fees of S\$210,000 for the year ended 31 December 2014 (S\$195,712 for the year ended 31 December 2013). [Resolution 7]
8. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. [Resolution 8]
9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications;

10. Authority to allot and issue shares up to 100 per cent (100%) of issued shares  
That pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company to issue and allot new shares in the capital of the Company (whether by way of rights, bonus or otherwise) 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, PROVIDED ALWAYS that
  - (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 100% of the issued shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the issued shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (ii) (subject to such manner of calculation as may be prescribed by the Rules of Catalyst), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the issued shares of the Company at the time this Resolution is passed, after adjusting for:-
    - (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and
    - (b) any subsequent consolidation or subdivision of shares; and
  - (iii) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. [Resolution 9]

(See Explanatory Note 2)

**By Order of the Board**

Lee Bee Fong  
Company Secretary  
Singapore  
15 April 2015

**Notes:**

- (a) A Member entitled to attend and vote at the Annual General Meeting may appoint not more than two (2) proxies to attend and vote in his/her stead. Where a 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.
- (b) If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (c) The instrument appointing a proxy must be deposited at the registered office of the Company, 52 Telok Blangah Road, #04-01 Telok Blangah House, Singapore 098829 not less than 48 hours before the time appointed for holding the Annual General Meeting.

**EXPLANATORY NOTES:**

1. In relation to **Resolutions 2 to 6** proposed in items 2 to 6 above, there are no relationships (including immediate family relationships) between Ms Kum Ping Wei, Mr Chin Bay Ching, Mr Loh Eu Tse Derek, Ms Tan Soh Hoong and Mr Gersom G Vetuz (collectively, the "Directors") and with the other Directors, the Company or its 10% shareholders respectively and the detailed information on the Directors are set out on pages 4, 5 and 13 of the Company's 2014 Annual Report.
2. **Resolution 9**, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to issue shares in the Company. The number of shares which the Directors may issue under this Resolution would not exceed 100% of the issued share capital of the Company at the time of passing this Resolution. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 50% of the issued share capital of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

**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 (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.