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 Fourteenth Annual General Meeting of the Company will be held at **23 Neythal Road, Blk B, #04-03 Singapore 628588** on **3 March 2020, Tuesday** at **10.30 a.m.** to transact the following business:

	Ordinary Businesses	**Resolution**
1	To receive and adopt the Audited Accounts for the financial year ended 31 March 2019 together with the Directors' Statement and the Auditors' Report of the Company.	**Resolution 1**
2	To re-elect as a Director, Mr Ding Lei, who is retiring under Article 90 of the Company's Constitution: *Mr Ding Lei will, upon re-election as a Director of the Company, remain as an Executive Director, Chairman of the Board and member of the Nominating Committees.*	**Resolution 2**
3	To re-elect as a Director, Mr Marcelo Mora, who is retiring under Article 90 of the Company's Constitution. *Mr Marcelo Mora will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Remuneration Committee and member of the Audit and Nominating Committees.*	**Resolution 3**
4	To re-elect as a Director, Mr Jimmy Soh King Bin who is retiring under Article 96 of the Company's Constitution and who, being eligible, is offering himself for re-election as a Director. *Mr Jimmy Soh King Bin will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees.*	**Resolution 4**
5	To re-elect as a Director, Mr Soh Chun Bin who is retiring under Article 96 of the Company's Constitution and who, being eligible, is offering himself for re-election as a Director. *Mr Soh Chun Bin will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and member of the Audit and Remuneration Committees.*	**Resolution 5**
6	To approve the payment of directors' fees of S$81,000 for the financial year ending 31 March 2020 to be paid quarterly in arrears.	**Resolution 6**
7	To re-appoint Messrs Foo Kon Tan LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.	**Resolution 7**
8	To transact any other business that may be transacted at an Annual General Meeting.	
	Special Business	
9	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 in the Company's Constitution; 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 8**

By Order of the Board
Ding Lei
Executive Director and Chairman
17 February 2020

Explanatory Notes:

1. The Ordinary Resolution 8 in item 9 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.

Notes:

1) A member entitled to attend and vote at the Fourteenth Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf, save that no limit shall be imposed on the number of proxies for nominee companies. 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 23 Neythal Road Block B #04-03 Singapore 628588 at least forty-eight (48) hours before the time fixed for the Fourteenth Annual General Meeting.

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, or by attending the Annual General Meeting, 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) 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**"), (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), 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 (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. In addition, by attending the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.