ABTERRA LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199903007C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Abterra Ltd. (the "**Company**") will be held at 1 Raffles Boulevard Suntec Convention & Exhibition Centre, Level 3 Meeting Room 303, Singapore 039593 on 30 January 2019 at 9:00am, for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 15 January 2019 to shareholders of the Company.

ORDINARY RESOLUTION:-

PROPOSED CHANGE OF AUDITORS

"That Foo Kon Tan LLP be and are hereby appointed as auditors of the Group in place of Mazars LLP, and to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors and Foo Kon Tan LLP."

BY ORDER OF THE BOARD

Cai Suirong
Chief Executive Officer
15 January 2019

Notes:-

(1) A Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder of the Company.

(2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 7 Temasek Boulevard, #11-06, Suntec Tower 1 Singapore 038987 not later than 48 hours before the time appointed for the holding of the EGM.

(3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

(4) A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"Relevant intermediary" means:

(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;

(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.

(5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

(6) For purposes of Rule 1203(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Listing Manual**"):-

(a) Mazars LLP ("**Mazars**") have confirmed that they are not aware of any professional reasons why Foo Kon Tan LLP, being the successor auditors, should not accept appointment as auditors;

(b) the directors of the Company ("**Directors**") confirm that there were no disagreements with Mazars on accounting treatments within the last 12 months from the date of the Circular accompanying this Notice ("**Circular**"), and there were no disagreements with Mazars regarding the accounting treatments for the outstanding audit matters raised by Mazars in the 17 April 2018 Announcement;

(c) as mentioned under Section 2 of the Circular, it is noted that Mazars has elected to resign from its role as an auditor of the Company. The reason for the resignation and change of auditors is due to the non-resolution of outstanding audit matters for the financial year ended 31 December 2017. Save for that, the Directors confirm that the Company is not aware of any circumstances connected with the proposed change of auditors that ought to be brought to the attention of the shareholders of the Company which has not been disclosed in the Circular;

(d) the specific reason for the proposed change of auditors is due to the non-resolution of outstanding audit matters for the financial year ended 2017;

(e) the Directors confirm that FKT will audit the Company's accounts, and its Singapore-incorporated subsidiaries and significant components of the Group; and

(f) the Directors confirm that the Company complies with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of Foo Kon Tan LLP as auditors of the Company.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.