



# ABUNDANCE INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration no. 197501572K)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at 9 Joo Koon Circle, Singapore 629041 on 21 December 2016 (Wednesday) at 10 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions:

All capitalised terms in the resolutions below and defined in the Circular dated 24 November 2016 to the shareholders of the Company (the "Circular") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

### ORDINARY RESOLUTIONS:

**RESOLUTION 1 – THE PROPOSED ISSUANCE OF THE CONSIDERATION SHARES AT COMPLETION OF THE ACQUISITION OF REMAINING 49% INTEREST IN ORIENT-SALT CHEMICALS PTE. LTD.**

That, subject to and contingent upon Resolution 2 being passed:

- (a) approval be and is hereby given for the allotment and issue of 117,600,000 Consideration Shares, whereby such Consideration Shares shall be credited as fully-paid and shall rank *pari passu* in all respects with the then existing Shares in the Company, save for any dividends, rights, allotments or any distributions, the Record Date of which falls before the Completion Date, pursuant to Section 161 of the Companies Act, the Constitution and Rules 805 and 806 of the Listing Manual, on the terms and subject to the conditions of the SPA; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient, necessary to give effect to the transactions contemplated and/or authorised by this Resolution 1 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

**RESOLUTION 2 – THE POSSIBLE TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO MR JIANG HAO PURSUANT TO THE ISSUANCE OF THE CONSIDERATION SHARES FOR THE ACQUISITION**

That, subject to and contingent upon Resolution 1 being passed:

- (a) approval be and is hereby given for the allotment and issuance by the Company of 117,600,000 Consideration Shares to Mr Jiang Hao at completion of the Acquisition, such issuance of the Consideration Shares constituting the possible transfer of a Controlling Interest in the Company to Mr Jiang Hao pursuant to Rule 803 of the Listing Manual; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient, necessary to give effect to the transactions contemplated and/or authorised by this Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### RESOLUTION 3 – THE RIGHTS ISSUE

That:

- (a) a renounceable non-underwritten Rights Issue (the "Rights Issue") by the Company of up to S\$12,855,000 in principal amount of zero coupon bonds (the "Bonds") with principal amount of S\$0.02 for each Bond and an issue price of S\$0.016 for each Bond, with up to 642,750,000 free detachable warrants (the "New Shares") at the exercise price of S\$0.02 for each New Share, on the basis of one (1) Bond with one (1) free detachable Warrant for every one (1) Share held by shareholders of the Company (the "Shareholders"), fractional entitlements to be disregarded, as at the books closure date to be determined (the "Books Closure Date"), be and is hereby approved; and
- (b) the Board of Directors be and is hereby authorised to:
  - (i) create and issue:
    - (aa) such number of Bonds as the Directors may determine up to a maximum principal amount of S\$12,855,000 at an issue price of S\$0.016 for each Bond;
    - (bb) such number of free detachable Warrants as the Directors may determine, subject to a maximum of 642,750,000 free Warrants to be issued together with the Bonds, each Warrant carrying the right to subscribe for one (1) New Share at an exercise price of S\$0.02 for each New Share, exercisable only at 5.00 p.m. on the day preceding the fourth (4<sup>th</sup>) anniversary of the date of issue of the Warrants, subject to the terms and conditions of the Deed Poll constituting the Warrants to be executed by the Company on such terms and conditions as the Directors may deem fit; and
    - (cc) such further Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such further Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll); and
  - (ii) provisionally allot and issue up to S\$12,855,000 in principal amount of zero coupon Bonds with up to 642,750,000 free Warrants, at an issue price of S\$0.016 for each Bond, on the basis of one (1) Bond with one (1) free detachable Warrant for every one (1) Share held by Shareholders as at the Books Closure Date to be determined, fractional entitlements to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
    - (aa) the provisional allotments of the Bonds with Warrants under the Rights Issue shall be made on a renounceable basis to Shareholders whose names appear in the Register of Members of the Company or the records of the Central Depository (Pte) Limited ("CDP") as at the Books Closure Date and who have not, at least three (3) Market Days prior thereto, provided to CDP or the share registrar of the Company (the "Share Registrar"), as the case may be, addresses in Singapore for the service of notices and documents;
    - (bb) no provisional allotment of the Bonds with Warrants shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior thereto, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (the "Foreign Shareholders");
    - (cc) the entitlements to the Bonds with Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit, including without limitation to be sold "nil-paid" on the SGX-ST and to pool and thereafter distribute the net proceeds thereof, if any (after deducting all expenses), proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
    - (dd) provisional allotments of the Bonds with Warrants not taken up or cannot be sold or are not sold on the SGX-ST for any reason, or which represent fractional entitlements disregarded in accordance with the terms of the Rights Issue, shall be used to satisfy excess applications or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
    - (ee) the Bonds when issued and fully paid-up will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference among themselves; The Company reserves the right to incur further debt and take on further borrowings which rank in priority to the Bonds; and
    - (ff) the New Shares to be issued on exercise of the Warrants will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distribution, the Record Date for which falls before the date of issue of the New Shares; and
- (c) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
  - (i) a maximum of 642,750,000 New Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such New Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares (save as may otherwise be provided in the terms and conditions of the Deed Poll) save for any dividends, rights, allotments or other distributions the Record Date for which falls before the date of issue of the New Shares; and
  - (ii) on the same basis as paragraph (c)(i) above, such further New Shares as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (b) above; and
- (d) the Directors be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Resolution 3 or the transactions contemplated pursuant to or in connection with the Rights Issue.

### SPECIAL RESOLUTION:

**RESOLUTION 4 – THE PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY**

That the regulations contained in the new Constitution submitted to this Meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the new Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution.

**SHAREHOLDERS SHOULD NOTE THAT RESOLUTIONS 1 AND 2 ARE INTER-CONDITIONAL UPON ONE ANOTHER. IN THE EVENT THAT ANY OF RESOLUTIONS 1 OR 2 IS NOT APPROVED BY SHAREHOLDERS, NONE OF THE RESOLUTIONS 1 AND 2 WILL BE PASSED.**

**SHAREHOLDERS SHOULD NOTE THAT RESOLUTION 3 IS INDEPENDENT OF RESOLUTIONS 1, 2 AND 4, AND VICE VERSA.**

**SHAREHOLDERS SHOULD NOTE THAT RESOLUTION 4 IS INDEPENDENT OF RESOLUTIONS 1, 2 AND 3, AND VICE VERSA.**

### By Order of the Board

Shi Jiangang  
Executive Chairman  
24 November 2016

### Notes:

1. (a) A member who is not a relevant intermediary as defined in Section 181 of the Companies Act) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the Extraordinary General Meeting. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
  - (b) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
2. A proxy need not be a member of the Company.
  3. 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.
  4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at **9 Joo Koon Circle, Singapore 629041** not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.
  5. A depositor shall not be regarded as a member of a Company entitled to attend, speak and vote at the Extraordinary General Meeting unless his name appears on the Depository Register 72 hours before the time fixed for the Extraordinary General Meeting.

### Personal Data Privacy:

By submitting the instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.