

ABTERRA LTD.

(Company Registration No.199903007C)

(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Abterra Ltd. (the "**Company**") will be held on 31 October 2016 at 7 Temasek Boulevard, #11-01, Suntec Tower 1 Singapore 038987 at 10.00 am for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution:

ORDINARY RESOLUTION

Approval for the disposal of the three (3) property units located at 7 Temasek Boulevard Suntec Tower 1 Singapore 038987 (the "Property")

It is **RESOLVED**:

- (a) that the granting by the Company of an option (the "**Option**") to an unrelated third party (the "**Purchaser**") pursuant to which the Company has agreed to sell, and the Purchaser has agreed to acquire, the Property at a purchase consideration of S\$11,366,680 (the "**Sale Consideration**") subject to the terms and conditions of the Option (the "**Proposed Disposal**") be approved, confirmed and ratified, and adopted as the act and deed of the Company;
- (b) that the Proposed Disposal and all other transactions contemplated by the Option, be and are hereby approved, in each case on the terms and conditions of the Option, and for the purposes of Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
- (c) that all the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modifications to any document (if required).

By Order of the Board

Lau Yu

Director and Chief Executive Officer

14 October 2016

Notes:

1. (a) A member of the Company ("**Member**") (other than a member who is a relevant intermediary) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend 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.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50) of Singapore.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be deposited at the registered office of the Company at 7 Temasek Boulevard, #11-01 Suntec Tower 1, Singapore 038987, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

Personal Data Privacy

By submitting an 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 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 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 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 results of the member's breach of warranty.