
NOTICE OF EXTRAORDINARY GENERAL MEETING

ABR HOLDINGS LIMITED
(Company Registration No. 197803023H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the shareholders of ABR Holdings Limited ("**Company**") will be held at 41 Tampines Street 92, #03-00 ABR Building, Singapore 528881 on 9 September 2022, at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the Ordinary Resolutions 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 19 August 2022 ("**Circular**") to shareholders of the Company ("**Shareholders**").

This Notice along with its accompanying proxy form has been made available on SGXNet and the Company's corporate website which may be accessed at the URL: <https://abr.com.sg/>. **A printed copy of this Notice and the accompanying proxy form will NOT be despatched to Shareholders.**

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF PROPERTIES LOCATED AT 1, 3, 5, 7 AND 9 CLUB STREET

THAT:

- (a) the Proposed Acquisition be and is hereby approved; and
- (b) the Directors and each of them be and are hereby authorised to complete and to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and approving, modifying and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution.

ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

THAT:

- (a) for the purposes of the Companies Act 1967 of Singapore (the "**Companies Act**"), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchases (each a "**Market Purchase**") transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
 - (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws regulations and listing rules of the SGX-ST as may for the time being be applicable (the "**Share Buyback Mandate**");

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- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next AGM of the Company is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate is carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;
- (c) in this Resolution:

"Prescribed Limit" means ten per cent. (10%) of the issued ordinary share capital of the Company (excluding any treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings);

"Relevant Period" means the period commencing from the date on which the EGM is held and the resolution relating to the Share Buyback Mandate is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day on which the Market Purchase or, as the case may be, the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme, and deemed to be adjusted in accordance with the rules of the Listing Manual for any corporate action which occurs during the relevant five (5) Market Day period and the day on which the purchases are made; and

"day on which the Company makes an announcement of an offer" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from the Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and each of them be and are hereby authorised to complete and to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and approving, modifying and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution.

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By Order of the Board

ABR Holdings Limited
Chua Tiang Choon, Keith
Executive Chairman

19 August 2022

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Notes:

1. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via announcement on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL <https://abr.com.sg/>.

2. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's proxy form appoints more than one proxy, the appointments shall be invalid unless the proportion of the shareholding concerned to be represented by each proxy (expressed as a percentage as a whole) is specified in the proxy form.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 proxy form appoints more than two (2) proxies, the appointments shall be invalid unless the number of shares in relation to which each proxy has been appointed is specified in the proxy form.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

3. The accompanying proxy form for the EGM will be announced together with this Notice and may be accessed at the Company's website at the URL <https://abr.com.sg/> and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints proxy(ies), he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form. If no specific instructions as to voting are given, the proxy (including the Chairman if he is appointed as proxy) will vote or abstain from voting at his/her/their discretion.

CPFIS Investors and SRS Investors who wish to vote should approach their respective CPF agent banks or SRS agent banks by 10.30 a.m. on 31 August 2022, being at least seven (7) working days before the date of the EGM.

4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The instrument appointing proxy(ies), together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company, at egm2022@abr.com.sg; or
 - (b) if submitted by post, be lodged at the registered office of the Company at 41 Tampines Street 92, #03-00 ABR Building, Singapore 528881,

in either case, by **10.30 a.m. on 7 September 2022** (being 48 hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. Members who wish to ask questions relating to the resolutions to be tabled at the EGM must complete and submit the questions form in advance of the EGM, which will be announced together with this Notice and may be accessed at the Company's website at the URL <https://abr.com.sg/> and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
7. The questions form must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company, at egm2022@abr.com.sg; or

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- (b) if submitted by post, be lodged at the registered office of the Company at 41 Tampines Street 92, #03-00 ABR Building, Singapore 528881,

in either case, by **10.30 a.m. on 29 August 2022** for the purposes of the EGM.

A member who wishes to submit the questions form must first download, complete and sign the question form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit completed questions forms by post, shareholders are strongly encouraged to submit completed questions forms electronically via email.

8. The Company will endeavour to address all substantial and relevant questions:
- (a) (if received by the deadline set out above (ie by 10.30 a.m. on 29 August 2022)) before the EGM, and in any case by 10.30 a.m. on 5 September 2022, on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at URL <https://abr.com.sg/>; or
- (b) (if received after the deadline set out above (ie by 10.30 a.m. on 29 August 2022)) during the EGM.
9. The Company will publish the minutes of the EGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://abr.com.sg/> by 9 October 2022.
10. IN VIEW OF THE ONGOING COVID-19 SITUATION, ALL PARTICIPANTS AT THE EGM WILL BE REQUIRED TO ADHERE TO SAFE MANAGEMENT MEASURES TO REDUCE THE RISK OF TRANSMISSION. ALL PARTICIPANTS MUST HAVE THEIR FACE MASKS ON AT ALL TIMES DURING THE PROCEEDINGS OF THE EGM. NO FOOD WILL BE SERVED AT THE EGM AND ONLY BOTTLED WATER WILL BE PROVIDED. THE COMPANY HAS THE DISCRETION TO REVIEW AND CALIBRATE THESE MEASURES AS IT DEEMS NECESSARY IN ITS DISCRETION IN LINE WITH THE EVOLVING COVID-19 SITUATION.

Personal data privacy:

By submitting (a) a proxy form appointing proxy(ies) to vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM in accordance with this Notice of EGM, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms appointing proxy(ies) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) addressing of substantial and relevant questions either before the EGM or at the EGM and if necessary, following up with the relevant Shareholders in relation to such questions; and
- (iii) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the EGM. Accordingly, the personal data of a Shareholder (such as name, presence at the EGM and any questions or motions proposed/seconded) may be recorded by the Company for such purposes.