



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 40th Annual General Meeting of the Company will be held at 41 Tampines Street 92, #03-00 ABR Building, Singapore 528881 on Thursday, 25 April 2019 at 10:00 a.m., to transact the following businesses:

AS ORDINARY BUSINESSES:

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| 1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2018 together with the Independent Auditor's Report thereon. | Resolution 1 |
| 2. To approve the payment of a tax exempt (1-tier) Final Dividend of 1.50 Singapore cents per ordinary share for the financial year ended 31 December 2018. | Resolution 2 |
| 3. To approve the payment of the Directors' fees of \$205,000 for the financial year ended 31 December 2018 (2017: \$205,000). | Resolution 3 |
| 4. To re-elect Mr Lim Jen Howe, the director retiring by rotation pursuant to Article 98 of the Company's Constitution.
[See Explanatory Note (i)] | Resolution 4 |
| 5. To re-elect Mr Quek Mong Hua, the director retiring by rotation pursuant to Article 98 of the Company's Constitution.
[See Explanatory Note (ii)] | Resolution 5 |
| 6. To re-elect Mr Ang Yee Lim, the director retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").
[See Explanatory Note (iii)] | Resolution 6 |
| 7. To re-appoint Messrs Baker Tilly TFW LLP as Auditor of the Company and to authorise the Directors to fix the Auditor's remuneration. | Resolution 7 |

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following ordinary resolution with or without modifications:

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| 8. Authority to allot and issue shares | Resolution 8 |
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"THAT pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of SGX-ST, authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities, or
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and
 - (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (b) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

[See Explanatory Note (iv)]

9. To transact any other business which may be properly transacted at an Annual General Meeting.

FOR AND ON BEHALF OF THE BOARD

Chua Tiang Choon, Keith

Executive Chairman

10 April 2019

Explanatory Notes:

- (i) Key information on Mr Lim Jen Howe can be found in the "Board of Directors", and "Additional Requirements Under Rule 720(6) of the Listing Manual" under the "Report on Corporate Governance", sections of the Annual Report 2018. Mr Lim will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee, and a member of the Remuneration and Nominating Committees. Mr Lim is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There is no relationship (including family relationship) between Mr Lim and the other Directors of the Company or its substantial shareholders.
- (ii) Key information on Mr Quek Mong Hua can be found in the "Board of Directors", and "Additional Requirements Under Rule 720(6) of the Listing Manual" under the "Report on Corporate Governance", sections of the Annual Report 2018. Mr Quek will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration and Nominating Committees, and a member of the Audit Committee. Mr Quek is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There is no relationship (including family relationship) between Mr Quek and the other Directors of the Company or its substantial shareholders.
- (iii) Key information on Mr Ang Yee Lim can be found in the "Board of Directors", and "Additional Requirements Under Rule 720(6) of the Listing Manual" under the "Report on Corporate Governance", sections of the Annual Report 2018. Mr Ang will, upon re-election as Director of the Company, remain as Managing Director of the Company.
- (iv) Ordinary Resolution No. 8 is to empower the Directors, from the date of the passing of Ordinary Resolution No. 8 to the date of the next Annual General Meeting, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares and subsidiary holdings, if any) for issues other than on a pro-rata basis to shareholders.

Notes:

- (a) *A member of the Company shall not be entitled to appoint more than two proxies to attend and vote at the general meeting of the Company. A proxy need not be a member of the Company.*
- (b) *Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shares (expressed as a percentage of the whole) to be represented by each proxy.*
- (c) *Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member who is a Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).*

***Relevant Intermediary is:**

- i. *a banking corporation licensed under the Banking Act (Cap.19) 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; or*
- ii. *a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act (Cap.289) and who holds shares in that capacity; or*
- iii. *the Central Provident Fund Board established by the Central Provident Fund Act (Cap.36), in respect of shares purchased on behalf of CPF investors.*
- (d) *A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore to attend and vote for and on behalf of such corporation.*
- (e) *The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.*
- (f) *Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (during previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.*
- (g) *The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 41 Tampines Street 92, ABR Building, Singapore 528881, not less than forty-eight (48) hours before the time appointed for holding the 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, 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 of the Company (or its agents or service providers) of proxies and/or 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 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, 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.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 10 May 2019, for the purpose of determining shareholders' entitlements to the tax exempt Final Dividend of 1.50 Singapore cents per ordinary share, in respect of the financial year ended 31 December 2018.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 9 May 2019 by the Company's Share Registrars, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, will be registered to determine shareholders' entitlements to the proposed dividend. Shareholders whose securities account maintained with The Central Depository (Pte) Limited are credited with shares in the Company as at 5.00 p.m. on 9 May 2019, will be entitled to the payment of the proposed dividend.

The Final Dividend, if approved by shareholders at the forthcoming Annual General Meeting, will be paid to the shareholders on 24 May 2019.

FOR AND ON BEHALF OF THE BOARD

Chua Tiang Choon, Keith

Executive Chairman

10 April 2019