

# ABUNDANCE INTERNATIONAL LIMITED

(Incorporated in Singapore with limited liability)  
(Co. Reg. No: 197501572K)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ABUNDANCE INTERNATIONAL LIMITED (the "Company") will be held at 9 Joo Koon Circle, Singapore 629041 on Friday, 29 April 2016 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the period ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Article 91 of the Company's Constitution:  
Mr Chan Cher Boon **(Resolution 2)**  
Mr Francis Yau Thiam Hwa **(Resolution 3)**  
*Messrs Chan Cher Boon and Francis Yau Thiam Hwa, upon re-election as Directors of the Company, will be considered independent.*
3. To re-appoint Mr Chan Charlie as a Director of the Company. **(Resolution 4)**  
[See Explanatory Note (i)]
4. To approve the payment of Directors' fees of S\$101,000 for the period ended 31 December 2015 (FY2014: S\$86,286). **(Resolution 5)**
5. To re-appoint Foo Kon Tan LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

All capitalised terms in Resolution 8 below and defined in the Letter to Shareholders dated 14 April 2016 shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Letter to Shareholders dated 14 April 2016.

#### 7. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
  - (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
    - (i) new shares arising from the conversion or exercise of convertible securities;
    - (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 shares;
  - (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's 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 or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities.
- [See Explanatory Note (ii)] **(Resolution 7)**

#### 8. INTERESTED PERSON TRANSACTIONS MANDATE

- (a) That approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("**Chapter 9**"), for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into the interested person transactions pursuant to Chapter 9 ("**IPTs**") with the Interested Persons, particulars of which are set out in the Letter to Shareholders dated 14 April 2016, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interest of the Company and its minority Shareholders and (ii) in accordance with the review procedures for such IPTs (the "**IPT Mandate**")
  - (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
  - (c) the non-interested Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the IPT Mandate as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.
- [See Explanatory Note (iii)] **(Resolution 8)**

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Company Secretaries  
Singapore, 14 April 2016

#### Explanatory Notes on Resolutions to be passed:

- (i) Mr Chan Charlie was last re-appointed to the Board at the Annual General Meeting of the Company held on 28 January 2015 pursuant to section 153(6) of the Act which was in force immediately before 3 January 2016. Pursuant to section 153(6) of the Act, such re-appointment was until the next Annual General Meeting. Accordingly, as the appointment of Mr Chan Charlie lapses at the forthcoming Annual General Meeting of the Company, Mr Chan Charlie is subject to re-appointment at the forthcoming Annual General Meeting of the Company. Subject to his re-appointment at the conclusion of the forthcoming Annual General Meeting of the Company, the re-appointment of Mr Chan Charlie will no longer be subject to Shareholders' approval under section 153(6) of the Act as it has been repealed and he will then be subject to retirement by rotation pursuant to the Company's Constitution.
- (ii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis.
- (iii) The Ordinary Resolution 8 proposed in item 8 above relates to the renewal of a mandate given by Shareholders to the Company on 19 August 2015, allowing the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into interested person transactions pursuant to Chapter 9. Please refer to the Letter to Shareholders dated 14 April 2016 for details.

#### Notes -

1. (a) A member who is not a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the Annual 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 Act) is entitled to appoint more than two proxies to attend, speak and vote at the Annual 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. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
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 Meeting.
5. A depositor shall not be regarded as a member of a Company entitled to attend, speak and vote at the Annual General Meeting unless his name appears on the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289) 72 hours before the time fixed for 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and 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) 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.