

NOTICE OF ANNUAL GENERAL MEETING

December 31, 2015

ADVANCED HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200401856N)

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of Advanced Holdings Ltd. (the “**Company**”) will be held at 30 Woodlands Loop, Singapore 738319 on Friday, April 29, 2016 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended December 31, 2015 together with the Directors’ Statement and the Auditors’ Report of the Company. **(Resolution 1)**
2. To re-elect as a Director, Dr Ho Choon Hou, who is retiring under Article 91 of the Company’s Constitution.
Dr Ho Choon Hou will, upon re-election as a Director of the Company, remain as an Independent Director. He will remain as the chairman of the Nominating Committee and a member of each of the Audit Committee and Remuneration Committee. **(Resolution 2)**
3. To approve directors’ fees of \$170,000.00 for the financial year ending December 31, 2016, to be paid quarterly in arrears. **(Resolution 3)**
4. To re-appoint Messrs Deloitte and Touche LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. To transact any other business that may be transacted at an Annual General Meeting.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

“That pursuant to Section 161 of the Companies Act, Cap. 50 (“**Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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 or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions, for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

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provided always that:

- (I) the aggregate number of shares (including shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the Shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (I) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the Company at the time of the passing of this Resolution, after adjusting for:
 - (aa) new shares arising from the conversion or exercise of any convertible securities;
 - (bb) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of shares;
- (III) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (IV) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note 1]

(Resolution 5)

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

"Resolved that the Board of Directors of the Company be and is hereby authorised to offer and grant options ("**Options**") in accordance with the provisions of the Advanced Share Option Scheme (the "**Advanced Share Option Scheme**") and pursuant to the Act to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the Advanced Share Option Scheme provided always that the aggregate number of new shares to be issued pursuant to the Advanced Share Option Scheme shall not exceed 10% of the issued share capital of the Company (excluding treasury shares) from time to time."

[See Explanatory Note 2]

(Resolution 6)

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8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution, with or without any modifications:

“Resolved that the Board of Directors of the Company be and is hereby authorised to offer and grant awards (“**Awards**”) in accordance with the provisions of the AHL Performance Share Plan (the “**AHL Performance Share Plan**”) and pursuant to Section 161 of the Act to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards under the AHL Performance Share Plan provided always that the total number of new shares to be issued pursuant to the Awards granted under the AHL Performance Share Plan, when added to the number of new shares issued and issuable in respect of:

- (a) all Awards granted under the AHL Performance Share Plan; and
- (b) all Options granted under the Advanced Share Option Scheme,

shall not exceed 15% of the issued share capital of the Company from time to time.”

[See Explanatory Note 3]

(Resolution 7)

By Order of the Board

Dr Wong Kar King
Managing Director
April 14, 2016

Explanatory Notes:

1. The Ordinary Resolution 5 in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

2. The Ordinary Resolution 6 proposed under item 7 above, if passed, will authorise the Directors to offer and grant options in accordance with the provisions of the Advanced Share Option Scheme and pursuant to Section 161 of the Act to allot and issue shares in the Company up to a number not exceeding 10% of the issued shares in the capital of the Company (excluding treasury shares) under the Advanced Share Option Scheme. The Advanced Share Option Scheme was first approved by the Shareholders of the Company in the Extraordinary General Meeting held on August 10, 2004. Please refer to the Company's Prospectus dated September 14, 2004 for further details.
3. The Ordinary Resolution 7 proposed under item 8 above, if passed, will authorise the Directors to offer and grant Awards in accordance with the provisions of the AHL Performance Share Plan and pursuant to Section 161 of the Act to allot and issue shares under the AHL Performance Share Plan. The AHL Performance Share Plan was first approved by the Shareholders of the Company in the Extraordinary General Meeting held on April 20, 2007. Please refer to the Company's Circular to Shareholders dated March 28, 2007 for further details.

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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. 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 or proxies must be deposited at the registered office of the Company at 30 Woodlands Loop, Singapore 738319 at least 48 hours before the time fixed for 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 Protection:

By attending the Annual General Meeting and/or any adjournment thereof or 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.