

ADVENTUS HOLDINGS LIMITED

Company Registration No. 200301072R
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at NUSS Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 on Wednesday, 30 April 2014 at 10.00 a.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the audited accounts for the financial year ended 31 December 2013 and the reports of the Directors and Auditors thereon. **[Resolution 1]**
2. To re-elect Mr Gersom G Vetuz retiring pursuant to Article 95 of the Articles of Association of the Company. **[Resolution 2]**

Mr Gersom G Vetuz, upon re-election as Director of the Company, shall remain as the Chairman of the Audit Committee and the members of the Remuneration and Nominating Committees and shall be considered independent for the purpose of Rule 704(7) of the Listing Manual, Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("Catalist Rules").
(See Explanatory Note 1)

3. To re-elect Mr Ong Soon Teik retiring pursuant to Article 95 of the Articles of Association of the Company. **[Resolution 3]**

Mr Ong Soon Teik, upon re-election as Director of the Company, shall remain as the Chairman of the Remuneration Committee and the members of the Audit and Nominating Committees and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
(See Explanatory Note 1)

4. To re-elect Ms Kum Ping Wei retiring pursuant to Article 96 of the Articles of Association of the Company. **[Resolution 4]**

Ms Kum Ping Wei, upon re-election as Director of the Company, shall remain as the Executive Director of the Company.
(See Explanatory Note 1)

5. To approve Directors' fees of S\$195,712 for the year ended 31 December 2013 (S\$175,000 for the year ended 31 December 2012). **[Resolution 5]**

6. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**

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

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications;

8. Authority to allot and issue shares up to 100 per cent (100%) of issued shares
"That pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to issue and allot new shares in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, PROVIDED ALWAYS that

- (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 100% of the issued shares 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 shareholders of the Company does not exceed 50% of the issued shares of the Company (as calculated in accordance with sub-paragraph (ii) below);

- (ii) (subject to such manner of calculation as may be prescribed by the Rules of Catalist), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the issued shares of the Company at the time this Resolution is passed, after adjusting for:-

- (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and

- (b) any subsequent consolidation or subdivision of shares; and

- (iii) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **[Resolution 7]**

(See Explanatory Note 2)

9. Authority to issue shares pursuant to the Adventus Employee Share Option Scheme.

"That pursuant to Section 161 of the Companies Act, Cap. 50 the Directors be authorised to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options under the Adventus Employee Share Option (the "Scheme"), provided that the aggregate number of shares to be issued pursuant to the Scheme shall not at any time exceed fifteen percent (15%) of the issued shares capital of the Company on the date preceding the grant of the option." **[Resolution 8]**

(See Explanatory Note 3)

By Order of the Board

Lee Bee Fong
Company Secretary
Singapore 15 April 2014

Notes:

- (a) A Member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote in his/her stead. Where a Member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a Member of the Company.
- (b) If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (c) The instrument appointing a proxy must be deposited at the registered office of the Company, 20 Maxwell Road #05-09 Maxwell House Singapore 069113 not less than 48 hours before the time appointed for holding the Meeting.

EXPLANATORY NOTES:

1. In relation to Resolutions 2 to 4 proposed in items 2 to 4 above, there are no relationships (including immediate family relationships) between Mr Gersom G Vetuz, Mr Ong Soon Teik and Ms Kum Ping Wei (collectively, the "Directors") and with the others Directors, the Company or its 10% shareholders respectively and the detailed information on the Directors are set out on page 4,5,6 and 14 of the Company's 2013 Annual Report.
2. **Resolution 7**, If passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to issue shares in the Company. The number of shares which the Directors may issue under this Resolution would not exceed 100% of the issued share capital of the Company at the time of passing this Resolution. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 50% of the issued share capital of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
3. **Resolution 8**, If passed, will empower the Directors from the date of the resolution is passed until the next Annual General Meeting, to issue shares pursuant to the exercise of options granted under the Scheme. The maximum number of new shares to be issued under the Scheme shall not exceed 15 percent (15%) of the issued share capital of the Company from time to time. Any shares issued pursuant to this authority will not form part of the mandate sought under **Resolution 7**.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this document.

This document has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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