

ANNICA HOLDINGS LIMITED

(Company Registration No. 198304025N)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") of the Company will be held at the Village Hotel Katong, 25 Marine Parade, Singapore 449536 on Friday, 29 April 2016 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2015 together with the Directors' Statement and the Independent Auditor's Report thereon.
[Resolution 1]
- To re-elect the following Directors, who retire by rotation in accordance with Article 104 of the Company's Constitution (the "Constitution") and who, being eligible, offer themselves for re-election as Directors:
[See Explanatory Note (a)]
 - Mr. Nicholas Jeyaraj s/o Narayanan **[Resolution 2(i)]**
 - Mr. Ong Su Aun Jeffrey **[Resolution 2(ii)]**
- To re-elect the following Directors, who are retiring pursuant to Article 108 of the Constitution and who, being eligible, offer themselves for re-election as Directors:
[See Explanatory Note (b)]
 - Ms. Sandra Liz Hon Ai Ling **[Resolution 3(i)]**
 - Mr. Su Jun Ming **[Resolution 3(ii)]**
 - Mr. Adnan Bin Mansor **[Resolution 3(iii)]**
- To approve the payment of Directors' fees of \$101,000 for the financial year ended 31 December 2015 (31 December 2014: \$90,000).
[Resolution 4]
- To approve the payment of Directors' fees of \$101,000 for the financial year ending 31 December 2016, to be paid quarterly in arrears (31 December 2015: \$101,000).
[Resolution 5]
- To re-appoint Baker Tilly FTFW LLP as the Independent Auditor of the Company and to authorise the Directors to fix its remuneration.
[Resolution 6]
- To transact any other business that may properly be transacted at an annual general meeting.

SPECIAL BUSINESS

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

- Authority to allot and issue shares and convertible securities (the "Share Issue Mandate")

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") and subject to Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), authority be and is hereby given to the Directors to issue:

 - shares in the capital of the Company whether by way of rights, bonus or otherwise; or
 - convertible securities; or
 - additional convertible securities arising from adjustments made to the number of convertible securities or previously issued in the event of rights, bonus or capitalisation issues; or
 - shares arising from the conversion of the securities in (b) and (c) above.

at any time during the continuance of this authority or thereafter and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

provided that:

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) shall not exceed 100% 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 and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company 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);
- (subject to such manner of 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 percentage of the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution; and
- (unless revoked or varied by the Company in a general meeting) this 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 earlier.
[See Explanatory Note (c)] **[Resolution 7]**

By Order of the Board

Tan Poh Chye Allan
Elaine Beh Pur-Lin
Joint Company Secretaries
Singapore, 14 April 2016

Explanatory Notes:

- In relation to Ordinary Resolution 2(i), Mr. Nicholas Jeyaraj s/o Narayanan will, upon re-election as a Director, remain as a Non-Executive Director and will not be considered as an Independent Director.
In relation to Ordinary Resolution 2(ii), Mr. Ong Su Aun Jeffrey will, upon re-election as a Director, remain as a Non-Executive Director and he is considered to be independent for the purposes of Rule 704(7) of the Catalist Rules. He will continue to serve as the Chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nominating Committee.
- In relation to Ordinary Resolutions 3(i), 3(ii) and 3(iii), the Company's Constitution permits the Directors to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election. Ms. Sandra Liz Hon Ai Ling, Mr. Su Jun Ming, and Mr. Adnan Bin Mansor are each therefore seeking re-election at the AGM pursuant to Article 108 of the Constitution.
Ms. Sandra Liz Hon Ai Ling will, upon re-election as a Director, remain as an Executive Director and the Chief Executive Officer.
Mr. Su Jun Ming will, upon re-election as a Director, remain as a Non-Executive Director and he is considered to be independent for the purposes of Rule 704(7) of the Catalist Rules. He will continue to serve as the Lead Independent Director, Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee.
Mr. Adnan Bin Mansor will, upon re-election as a Director, remain as a Non-Executive Director and he is considered to be independent for the purposes of Rule 704(7) of the Catalist Rules. He will continue to serve as the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee.
- Ordinary Resolution 7, if passed, will empower the Directors from the time this Resolution is passed until the next annual general meeting to issue shares and/or convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, for such purposes as they consider would be in the interests of the Company. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated on the basis of the total number of issued shares (excluding treasury shares) at the time that this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities and any subsequent bonus issue, consolidation or subdivision of shares.

Notes on AGM:

- A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote instead of him.
- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote on his behalf at the AGM.
- Where a member of the Company appoints more than one proxy, the proportion of his shareholding to be represented by each proxy shall be specified in this proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against the member's name in the Depository Register and any second named proxy as an alternate to the first named or at the Company's option to treat the instrument of proxy as invalid.
- For any member who acts as an intermediary pursuant to Section 181(6) of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), who is either:
 - a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - a capital markets services licence holder which provides custodial services for securities and holds shares in that capacity; and
 - the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased on behalf of CPF investors.They are entitled to appoint one or more proxies to attend and vote at the meeting. The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the intermediary to the Company, the Company may have the sole discretion to disallow the said participation of the said proxy at the AGM.
- If the member is a corporation, the instrument appointing the proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
- The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Raffles Place #18-61 Tower 2, Singapore 048616 not later than 48 hours before the time set for the AGM.

Personal Data Privacy Terms:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Continuing Sponsor, Stamford Corporate Services Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the Catalist Rules.

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

The contact person for the Sponsor is Mr Bernard Lui:

Telephone number: (65) 6389 3000

Email address: bernard.lui@morganlewis.com