

  
**ADVENTUS HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200301072R)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of the shareholders (the “Shareholders”) of Adventus Holdings Limited (the “Company”) will be held on 30 April 2015 at 10.30 a.m. at NUSS Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241 (or immediately following the conclusion or adjournment of the Annual General Meeting of the Company for the financial year ended 31 December 2014 to be held at 10.00 a.m. on the same day and at the same place) for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

*All capitalised terms used in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 15 April 2015 (the “Circular”).*

**ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE ADVENTUS EMPLOYEE SHARE OPTION SCHEME**

THAT:

- (a) the employee share option scheme to be named the “Adventus Employee Share Option Scheme” (the “Scheme”), the rules and summary of which have been set out in the Circular, be and is hereby approved and adopted;
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the Scheme;
  - (ii) to modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
  - (iii) to offer and grant options (“Options”) in accordance with the rules of the Scheme and pursuant to section 161 of the Companies Act (Chapter 50) of Singapore, to allot and issue or deliver from time to time such number of new shares in the capital of the Company (“Shares”) or Treasury Shares (as defined in the Circular) as may be required to be issued pursuant to the exercise of the Options (notwithstanding that the exercise thereof or such allotment and issue may occur after the conclusion of the next or any ensuing annual general meeting of the Company), provided always that:
    - (1) the aggregate number of Shares over which the Committee may grant Options on any date (including the number of Shares which have been and to be issued upon the exercise of the Options in respect of all Options granted under the Scheme and in respect of all options or awards granted under any other share option schemes or share schemes of the Company) shall not exceed 15% of the total number of Shares of the Company (excluding treasury shares) on the day preceding that date (“Scheme Limit”); and
    - (2) the aggregate number of Shares to be offered to certain participants collectively and individually during the duration of the Scheme (subject to adjustments, if any, made under the Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the Scheme; and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 1.

**ORDINARY RESOLUTION 2: THE PROPOSED OFFER AND GRANT OF OPTIONS AT A DISCOUNT**

THAT subject to and contingent upon the passing of Ordinary Resolution 1 for the adoption of the Scheme, the Directors of the Company be and are hereby authorised to offer and grant Options in accordance with the provisions of the Scheme to participants with exercise prices set at a discount to the Market Price (as defined in the Circular) provided that such discount does not exceed 20% (or such other relevant limits as may be set by the Singapore Exchange Securities Trading Limited from time to time) of the Market Price.

BY ORDER OF THE BOARD

**Adventus Holdings Limited**

Lee Bee Fong  
Company Secretary  
Singapore  
15 April 2015

**Notes:**

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the registered office of the Company at 52 Telok Blangah Road, #04-01 Telok Blangah House, Singapore 098829 not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.
6. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the Directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the registered office of the Company at 52 Telok Blangah Road, #04-01 Telok Blangah House, Singapore 098829, and as such will be counted as valid in regards to this meeting pursuant to the Company’s Articles of Association. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Company’s Share Registrar in Singapore not less than 48 hours before the commencement of the EGM.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.