



ABR HOLDINGS LIMITED

(Company Registration No. 197803023H)
(Incorporated in the Republic of Singapore)
("Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 35th Annual General Meeting of the Company will be held at 41 Tampines Street 92, #03-00 ABR Building, Singapore 528881 on 29 April 2014 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESSES:

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2013 together with the Independent Auditor's Report thereon. **Resolution 1**
2. To approve the payment of a tax exempt (1-tier) Final Dividend of 1.50 cents per ordinary share for the financial year ended 31 December 2013. **Resolution 2**
3. To approve the payment of Directors' fees of S\$205,000 for the financial year ended 31 December 2013 (2012: S\$175,000). **Resolution 3**
4. To re-elect Mr Chua Tiang Choon, Keith, the director retiring by rotation pursuant to Article 98 of the Company's Articles of Association.
[See Explanatory Note (i)] **Resolution 4**
5. To re-elect Mr Leck Kim Seng, the director retiring by rotation pursuant to Article 98 of the Company's Articles of Association.
[See Explanatory Note (ii)] **Resolution 5**
6. To re-appoint Messrs Baker Tilly TFW LLP as Auditor of the Company and to authorise the Directors to fix the Auditor's remuneration. **Resolution 6**

AS SPECIAL BUSINESSES:

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

7. **Authority to Allot and Issue Shares** **Resolution 7**

"THAT pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:

 - (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, and for the purpose of this Resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - i. new shares arising from the conversion or exercise of convertible securities, or
 - 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 the Company's shares;
 - (b) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the 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."

[See Explanatory Note (iii)]
 8. To transact any other business which may be properly transacted at an Annual General Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the 35th Annual General Meeting to be held at 41 Tampines Street 92, #03-00 ABR Building, Singapore 528881 on 29 April 2014 at 10.00 a.m.:

1. A tax exempt (1-tier) Final Dividend of 1.50 cents per ordinary share for the financial year ended 31 December 2013 will be paid on 28 May 2014.
2. The Share Transfer Books and Register of Members of the Company will be closed on 9 May 2014 for the purpose of determining the shareholders' entitlements to the proposed dividend. Duly completed and stamped transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 8 May 2014 will be registered to determine shareholders' entitlements to the proposed dividend. Shareholders (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 8 May 2014 will be entitled to the payment of the proposed dividend.

FOR AND ON BEHALF OF THE BOARD

Chua Tiang Choon, Keith
Executive Chairman

14 April 2014

Explanatory Notes:

- (i) Key information on Mr Chua Tiang Choon, Keith can be found on page 17 of the Annual Report 2013. Mr Chua is a brother of Mr Allan Chua Tiang Kwang, the Non-Executive Director and Substantial Shareholder and Mr Chua Tiang Chuan, a Substantial Shareholder.
- (ii) Key information on Mr Leck Kim Seng can be found on page 17 of the Annual Report 2013. Mr Leck is a cousin of the Managing Director and Substantial Shareholder, Mr Ang Yee Lim and uncle of the Executive Director, Mr Ang Lian Seng.
- (iii) Ordinary Resolution No. 7 proposed in item no. 7 is to empower the Directors, from the date of the passing of Ordinary Resolution No. 7 to the date of the next Annual General Meeting, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares) for issues other than on a pro-rata basis to shareholders.

Notes:

- (a) A member entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint not more than two proxies to attend and vote instead of him.
- (b) In any case where the Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
- (c) A proxy need not be a member of the Company.
- (d) The Proxy Form shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- (e) The Proxy Form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited with the registered office of the Company at 41 Tampines Street 92, ABR Building, Singapore 528881, not less than forty-eight (48) hours before the time appointed for holding the Meeting.