

# ANNICA HOLDINGS LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("EGM") of Annica Holdings Limited (the "**Company**") will be held at Raffles Town Club, Private Lounge, Level 2, 1 Plymouth Avenue, Singapore 297753 on 2 September 2016 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalised terms in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 18 August 2016 ("Circular").*

### **ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF THE CURRENT CORE BUSINESS OF THE GROUP TO INCLUDE THE (A) RECYCLING BUSINESS, (B) RENEWABLE ENERGY BUSINESS, (C) GREEN TECHNOLOGY BUSINESS, AND (D) COMPLEMENTARY TECHNOLOGY BUSINESS**

#### **THAT:**

- (a) approval be and is hereby given for the diversification by the Group of its current core business to include the New Businesses (as defined below), as and when appropriate opportunities arise (the "**Proposed Diversification**");
  - (i) recycling and waste management, which includes the extraction and/or harvesting of waste products, and the supply of the by-products and recycled materials from waste products like used tires, such as oil, carbon black and other materials that can be used for energy, power generation, manufacturing, and other alternative purposes (the "**Recycling Business**");
  - (ii) the production and supply of renewable energy, including the supply, distribution, trading and/or operating of equipment and technology used for the production of renewable energy and other sustainable energy sources (the "**Renewable Energy Business**");
  - (iii) environmentally friendly technological solutions that brings innovative and sustainable solutions to businesses and end-consumers, ranging from the agricultural industry to the construction industry (the "**Green Technology Business**"); and
  - (iv) certain other technology businesses that are complementary to abovementioned Recycling Business, Renewable Energy Business and Green Technology Business (the "**Complementary Technology Business**");(collectively, the "**New Businesses**");
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time, any such assets, investments and shares/interests in any entity that is in the New Businesses on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such absolute discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such absolute discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give full effect to this Resolution.

### **ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE ANNICA PERFORMANCE SHARE PLAN**

#### **THAT:**

- (a) the share plan to be named the "Annica Performance Share Plan" ("**Share Plan**"), the rules and summary of which have been set out in the Circular, be and is hereby approved and adopted, and the Directors be and are hereby authorised:
  - (i) to establish and administer the Share Plan;
  - (ii) to modify and/or amend the Share Plan from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Share Plan 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 Share Plan; and
  - (iii) to grant awards ("**Awards**") in accordance with the rules of the Share Plan and to allot and issue or deliver from time to time such number of new Shares or treasury shares required pursuant to the vesting of the Awards under the Share Plan; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Share Plan) and exercise such discretion as the Director(s) may in their or his absolute discretion deem fit, advisable or necessary to give full effect to this Resolution and the Share Plan.

### **ORDINARY RESOLUTION 3: THE PROPOSED ADOPTION OF THE ANNICA EMPLOYEE SHARE OPTION SCHEME**

#### **THAT:**

- (a) the share option scheme to be named the "Annica Employee Share Option Scheme" ("**Option 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 Option Scheme;
  - (ii) to modify and/or amend the Option Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Option 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 Option Scheme; and
  - (iii) to grant options ("**Options**") in accordance with the rules of the Option Scheme and to allot and issue or deliver from time to time such number of new Shares or treasury shares required pursuant to the exercise of the Options under the Option Scheme; and
- (c) the Directors and each of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Option Scheme) and exercise such discretion as the Director(s) may in their or his absolute discretion deem fit, advisable or necessary to give full effect to this Resolution and the Option Scheme.

### **ORDINARY RESOLUTION 4: THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE ANNICA EMPLOYEE SHARE OPTION SCHEME**

#### **THAT:**

- (a) subject to and contingent upon the passing of Ordinary Resolution 3, the Directors be and are hereby authorised to grant Options in accordance with the Rules of the Option Scheme with exercise prices set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited.

By Order of the Board  
**Annica Holdings Limited**

Sandra Liz Hon Ai Ling  
Executive Director and Chief Executive Officer  
18 August 2016  
Singapore

#### **Notes:**

- 1) Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form.
- 2) Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
- 3) A proxy need not be a member of the Company.
- 4) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the office of the Company's share registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than forty-eight (48) hours before the time set for the EGM.
- 5) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- 6) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time set for the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

#### **PERSONAL DATA PRIVACY TERMS:**

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 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 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 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 Notice of EGM has been prepared by the Company and its contents have been reviewed by the Company's Continuing Sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

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

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