

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 Republic of Singapore Yacht Club, Nautica III, Level 2, 52 West Coast Ferry Road, Singapore 126887 on Thursday, 30 April 2015 at 9 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 2014 and the Directors' Report and 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 Articles of Association [See *Explanatory Note (a)*]:
 - Mr. Nicholas Jeyaraj s/o Narayanan **[Resolution 2 (i)]**
 - Mr. Augustine A/L T.K. James **[Resolution 2 (ii)]**
- To note the retirement of Mr. Goh Hin Calm, a Director retiring under Article 104 of the Company's Articles of Association and who being eligible for re-election, has given notice to the Company of his intention of not to seek re-election.
- To approve Directors' fees of \$90,000 for the financial year ended 31 December 2014 (31 December 2013: \$90,000). **[Resolution 3]**
- To re-appoint RT LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **[Resolution 4]**
- 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
That pursuant to Section 161 of the Companies Act, Chapter. 50 and subject to Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited (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 previously issued in the event of rights, bonus or capitalism issues; or
 - shares arising from the conversion of convertible securities in (ii) and (iii) above; and at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:-
 - the aggregate number of shares and convertible securities that may be issued shall not be more than one hundred percent (100%) of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Catalist Rules at the time this Resolution is passed;
 - the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not be more than fifty percent (50%) of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Catalist Rules at the time this Resolution is passed;
 - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (a) and (b) above, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options in issue at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares; and
 - unless earlier revoked or varied by the Company at a general meeting, such authority shall continue in force until the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier. **[See Explanatory Note (b)]**

[Resolution 5]

By Order of the Board

Ong Sing Huat
Company Secretary
Singapore, 15 April 2015

Explanatory Notes:

- Mr. Nicholas Jeyaraj s/o Narayanan will, upon re-election as a Director of the Company, remain as Non-Executive Director and will not be considered as an Independent Director.
Mr. Augustine A/L T.K. James will, upon re-election as a Director of the Company, will remain as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and he is considered to be independent for the purposes of Rule 704(7) of the Catalist Rules.
- Resolution 5** if passed, will empower the Directors of the Company from the time this Resolution is passed until the next AGM to issue shares in the Company up to an amount not exceeding in aggregate one hundred percent (100%) of the total number of issued shares excluding treasury shares of which the total number of shares issued other than on a pro-rata basis to existing shareholders shall not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Catalist Rules currently provides for the percentage of the total number of issued shares excluding treasury shares to be calculated on the basis of the total number of issued shares at the time that this Resolution is passed (taking into account the conversion or exercise of any convertible securities at the time that this Resolution is passed), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

Notes:

- 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.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 9 Temasek Boulevard #41-01 Suntec Tower 2, Singapore 038989 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 Notice of AGM 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 Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this Notice of AGM.

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

*The contact person for the Sponsor is Mr. Bernard Lui.
Tel: (65) 6389 3000 Email: bernard.lui@stamfordlaw.com.sg.*