



## ABTERRA LTD.

Company Registration No: 199903007C  
(Incorporated in the Republic of Singapore)

### NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eleventh Annual General Meeting of **ABTERRA LTD.** will be held at 7 Temasek Boulevard #11-05 Suntec Tower 1 Singapore 038987 on Thursday, 30 April 2009 at 10:30 a.m. to transact the following business : -

#### AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the financial period ended 31 December 2008 and the Reports of the Directors and Auditors and the Statement by Directors thereon. **[Resolution 1]**
2. To re-elect the following Directors retiring **by rotation** pursuant to Article 91 of the Company's Articles of Association.
  - i) Mr Lau Yu; and **[Resolution 2]**
  - ii) Mr Chew Ban Chuan, Victor Mark\* **[Resolution 3]**

*\* Mr Chew Ban Chuan, Victor Mark will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of Audit and Nominating Committees and he will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*
3. To approve the payment of Directors' Fees of S\$58,800 for the financial period ended 31 December 2008. (30 June 2008: S\$113,150) **[Resolution 4]**
4. To re-appoint Messrs LTC LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 5]**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution: -

"That pursuant to Section 161 of the Companies Act, Cap. 50 and Clause 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be and are hereby empowered to allot and issue shares and/or convertible securities where the maximum number of shares to be issued upon conversion is determinable at the time of the issue of such securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and on such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:

- (i) the aggregate number of shares and securities convertible into shares that may be issued must not be more than 50% (or 100% in the event of a pro-rata renounceable rights issue) of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 20% of the total number of issued shares excluding treasury shares. For the purpose of determining the aggregate number of shares and convertible securities convertible that may be issued under this Resolution, 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 (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and (c) any subsequent bonus issue, consolidation or subdivision of shares; and
- (ii) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution 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 the earlier."  
[See Explanatory Note (i)] **[Resolution 6]**

#### BY ORDER OF THE BOARD

**HELEN CAMPOS**  
Company Secretary

Singapore  
15 April 2009

#### Notes:

1. A member of the Company entitled to attend and vote at the **Eleventh Annual General Meeting (the "Meeting")** of the Company is entitled to appoint one or two proxies to attend and vote in his stead.
2. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings (expressed as a percentage of the whole) to be represented by each proxy.
3. A proxy need not be a member of the Company.
4. If the appointer is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 7 Temasek Boulevard #11-05 Suntec Tower 1 Singapore 038987 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

#### STATEMENT PURSUANT TO ARTICLE 54 OF THE COMPANY'S ARTICLES OF ASSOCIATION

- i) The effect of the Resolution 6 under the heading "Special Business" in this Notice of Annual General Meeting is to empower the Directors of the Company, from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue new shares in the share capital of the Company. The number of new shares which the Directors may allot and issue under this Resolution shall not exceed fifty per centum (50%) [or one hundred per centum (100%) in the event of a pro-rata renounceable rights issue] of the issued share capital of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be allotted and issued shall not exceed twenty per centum (20%) of the issued share capital of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.