



ABTERRA LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199903007C)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEBREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at 7 Temasek Boulevard, #11-05 Suntec Tower 1, Singapore 038987, on Friday, 30 April 2010 at 10.00 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2009 and the Directors' Reports and the Auditors' Report thereon. **Resolution 1**
- To approve Directors' fees of S\$127,781 for financial year ended 31 December 2009. (31 December 2008: S\$58,800) **Resolution 2**
- To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Articles of Association:
 - Mr Lin Xizhong; and **Resolution 3(i)**
 - Mr Mahes Kumar s/o Shantilal Purshotam Mehta **Resolution 3(ii)**
- To note the retirement of Mr Lim Hui Min John, a Director who is retiring pursuant to Article 91 of the Articles of Association of the Company and would not be seeking re-election.
- To re-elect the following Directors retiring pursuant to Article 97 of the Company's Articles of Association:
 - Ms Cai Suirong; and **Resolution 4(i)**
 - Mr Wong Shiu Wah Williamson (See Explanatory Note) **Resolution 4(ii)**
- To re-appoint Messrs Horwath First Trust LLP as Auditors and to authorise the Directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

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

- THAT pursuant to Section 161 of the Act and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to:
 - issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors, may in their absolute discretion, deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force.

PROVIDED THAT:

- 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):
 - by way of renounceable rights issues on a *pro rata* basis to shareholders of the Company ("Renounceable Rights Issues") shall not exceed 100% (or such other percentage or limit as the SGX-ST may prescribe or allow) of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in paragraph (3) below); and
 - otherwise than by way of Renounceable Rights Issues ("Other Share issues") shall not exceed 50% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 20% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below);
 - the Renounceable Rights Issues and Other Share Issues shall not, in aggregate, exceed 100% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in paragraph (3) below);
 - (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraphs (1)(A) and (1)(B) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company 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 share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue or consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (unless revoked or varied by the Company in General Meeting) the 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)
- Resolution 7**
- That subject to and pursuant to the share issue mandate in Resolution 6 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a *pro rata* basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion; provided that such price for the new shares shall not represent more than a 20% discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST (unless revoked or varied by the Company in General Meeting) the 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 the law to be held, whichever is the earlier.
(See Explanatory Note)
- To transact any other business.

By Order Of The Board

CHEW BEE LENG

Company Secretary

Singapore
15 April 2010

EXPLANATORY NOTES:

Resolution 4(ii)

Mr Wong Shiu Wah Williamson will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of Nominating and Remuneration Committees, and he will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Resolution 6

Resolution no. 6, if passed, will empower the Directors of the Company 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 a number not exceeding (i) 100% for Renounceable Rights Issues and (ii) 50% for Other Share Issues, of which up to 20% may be issued other than on a *pro rata* basis to shareholders, provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares) in the capital of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution no. 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution no. 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. The authority for 100 percent Renounceable Rights Issues is proposed pursuant to the SGX-ST news release of 19 February 2009 which introduced further measures to accelerate and facilitate listed issuers' fund raising efforts. These measures are effective until 31 December 2010 and will be reviewed by SGX-ST at the end of the period.

Resolution 7

Resolution no. 7, if passed, will empower the Directors of the Company to determine the issue price for new shares issued other than on a *pro rata* basis to shareholders of the Company; provided that such price for the new shares shall not represent more than a 20% discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST. This authority is proposed pursuant to the SGX-ST news release of 19 February 2009 which introduced further measures to accelerate and facilitate listed issuers' fund raising efforts. These measures are effective until 31 December 2010 and will be reviewed by SGX-ST at the end of the period.

Notes:

- A member of the Company entitled to attend and vote at the above-mentioned meeting may appoint not more than proxies to attend and vote in his stead. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- The instrument appointing the 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 48 hours before the time set for holding the meeting.