

NOTICE OF EXTRAORDINARY GENERAL MEETINGS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of Abterra Ltd. (the "Company") will be held at 7 Temasek Boulevard, #11-05, Suntec Tower 1, Singapore 038987, on 20 August 2010 at 10.30 a.m., for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 5 August 2010 to shareholders of the Company.

ORDINARY RESOLUTION:

That with effect from the date to be determined by the Directors of the Company and pursuant to the Articles of Association of the Company, approval be and is hereby given:

- (a) for the 5,277,147,993 ordinary shares in the capital of the Company ("**Existing Shares**") to be consolidated into 211,085,919 ordinary shares in the capital of the Company ("**Consolidated Shares**"), after disregarding fractional interests in the Consolidated Shares, by consolidating every twenty five (25) Existing Shares held by Shareholders as at a Books Closure Date to be determined into one (1) Consolidated Share ("**Share Consolidation**") in the manner set out in the circular to the Shareholders dated 5 August 2010 ("**Circular**");
- (b) any fraction of a Consolidated Share which may arise from the Share Consolidation pursuant to paragraph (a) above shall be disregarded;
- (c) the Directors of the Company be and is hereby authorised to fix the Books Closure Date and the Effective Trading Date in their absolute discretion as they deem fit; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give effect to this resolution.

BY ORDER OF THE BOARD

Lau Yu
Chief Executive Officer
5 August 2010

Notes:

1. A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. A Shareholder that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a Shareholder.
4. The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time of the Extraordinary General Meeting.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Abterra Ltd. (the "Company") will be held at 7 Temasek Boulevard, #11-05, Suntec Tower 1, Singapore 038987, on 20 August 2010 at 11.00 a.m. (or as soon thereafter as the extraordinary general meeting of the Company in relation to the Proposed Share Consolidation to be held at 10.30 a.m. on the same day and at the same place is concluded or adjourned), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 5 August 2010 to shareholders of the Company.

ORDINARY RESOLUTIONS:

1. Proposed Adoption of the Abterra Employee Share Option Scheme

That the share option scheme to be known as the Abterra Employee Share Option Scheme (the "**Option Scheme**"), the rules of which have been set out in the circular to Shareholders dated 5 August 2010 (the "**Circular**"), be and is hereby approved and adopted substantially in the form set out in the rules of the Option Scheme, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Option Scheme;
- (b) 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 provisions 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
- (c) to offer and grant Option(s) in accordance with the rules of the Option Scheme and to allot and issue from time to time such number of shares in the capital of the Company ("**Shares**") as may be required to be issued pursuant to the exercise of the Option(s) under the Option Scheme.

2. Authority to Offer and Grant Option(s) at a Discount under the Option Scheme

That subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the rules of the Option Scheme with exercise prices set at a discount to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by Singapore Exchange Securities Trading Limited ("**SGX-ST**").

In this notice, "**Market Price**" means the average of the last dealt price for a Share determined by reference to the daily Official List published by the SGX-ST for a period of five (5) consecutive days on which the SGX-ST is open for securities trading ("**Market Days**") immediately prior to the relevant date of grant of an Option under the Option Scheme, provided always that in the case of a Market Day on which the Shares of the Company were not traded on the SGX-ST, the last dealt price for Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices.

3. Proposed Participation by Mr Cai Sui Xin in the Option Scheme

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Cai Sui Xin, a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.

4. Proposed Participation by Ms Cai Suirong in the Option Scheme

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Ms Cai Suirong, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.

5. Proposed Grant of Option(s) under the Option Scheme to Controlling Shareholder, Mr Cai Sui Xin

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3, the proposed offer and grant to Mr Cai Sui Xin, a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Option Scheme be and are hereby authorised to allot and issue Shares upon the exercise of such Option(s):

- (a) Proposed Date of Grant of Option(s) : Any time within a period of four (4) weeks from the date of the EGM
- (b) Number of Shares comprised in the proposed Option(s) : 20,000,000 Shares (representing approximately 0.38% of the total issued Shares as at the Latest Practicable Date) or 800,000 Consolidated Shares (subsequent to the completion of the Proposed Share Consolidation), subject to Rule 6 of the Option Scheme
- (c) Exercise Price per Share : Market Price
- (d) Exercise Period : Exercisable at any time after the first anniversary of the Date of Grant and up to the second anniversary of the Date of Grant

6. Proposed Grant of Option(s) under the Option Scheme to an Associate of a Controlling Shareholder, Ms Cai Suirong

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 4, the proposed offer and grant to Ms Cai Suirong, an Associate of a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares upon the exercise of such Option(s):

- (a) Proposed Date of Grant of Option(s) : Any time within a period of four (4) weeks from the date of the EGM
- (b) Number of Shares comprised in the proposed Option(s) : 10,000,000 Shares (representing approximately 0.19% of the total issued Shares as at the Latest Practicable Date) or 400,000 Consolidated Shares (subsequent to the completion of the Proposed Share Consolidation), subject to Rule 6 of the Option Scheme
- (c) Exercise Price per Share : Market Price
- (d) Exercise Period : Exercisable at any time after the first anniversary of the Date of Grant and up to the second anniversary of the Date of Grant

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 5 August 2010.

BY ORDER OF THE BOARD

Lau Yu
Chief Executive Officer
5 August 2010

Notes:

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