



## Inno-Pacific Holdings Ltd

(Company Registration No.: 197301788K)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 32<sup>nd</sup> Annual General Meeting of the Company will be held at 70 Shenton Way, #03-02 Marina House, Singapore 079118 on Friday, 28 April 2006 at 10.00 a.m. to transact the following businesses:-

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Financial Statements for the year ended 31 December 2005 together with the Auditors' Report thereon. [Resolution 1]
- To approve the Directors' Fees of \$63,600/- for the year ended 31 December 2005 (2004 : \$68,100/-). [Resolution 2]
- To re-elect the following Directors retiring pursuant to the Articles of Association:
  - Mr Md Abdul Wahab Bin Md Shahir (Article 90) [Resolution 3]
  - Mr Phang Ian Cher Shen (Article 106) [Resolution 4]
- To appoint M/s BDO Raffles, Certified Public Accountants as Auditors in place of the retiring auditors M/s Deloitte & Touche and to authorise the Directors to fix their remuneration. [Resolution 5]
- To transact any other business.

#### AS SPECIAL BUSINESS

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

- Authority to Directors to issue Shares [Resolution 6]

"That pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue shares or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:-

  - the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50 per cent (50%) of the issued share capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20 per cent (20%) of the issued share capital of the Company (as calculated in accordance with sub-paragraph (ii) 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 sub-paragraph (i) above, the percentage of issued share capital shall be based on the issue share capital of the Company at the time this Resolution is passed, after adjusting for:-
    - new shares arising from the conversion or exercise of any convertible securities;
    - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 3 of the Listing Manual of SGX-ST; and
    - any subsequent consolidation or subdivision of shares; 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 (i)]
- Authority to issue shares under the Inno-Pacific Share Option Scheme and the Inno-Pacific Performance Share Scheme [Resolution 7]

"That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be and are hereby empowered to allot and issue shares in the capital of the Company to the holders of options and awards granted by the Company under the Inno-Pacific Share Option Scheme and the Inno-Pacific Performance Share Scheme respectively (collectively known as the "Schemes") established by the Company upon the exercise of such options or vesting of such share awards in accordance with the terms and conditions of the Schemes provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Schemes shall not exceed fifteen per centum (15%) of the total issued share capital of the Company from time to time." [See Explanatory Note (ii)]

#### BY ORDER OF THE BOARD

LILY LOH LEE KHON

Company Secretary

Singapore, 13 April 2006

#### EXPLANATORY NOTES ON ORDINARY RESOLUTIONS TO BE PASSED

- The proposed Resolution 6, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to issue shares in the Company. The number of shares which the Directors may issue under this Resolution would not exceed 50% of the total issued share capital of the Company at the time of passing this Resolution. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 20% of the total issued share capital of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The proposed Resolution 7, if passed, will empower the Directors of the Company, from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the total issued share capital of the Company for the time being pursuant to the exercise of the options or the vesting of the awards under the Schemes.

#### Notes:

- A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
- A proxy need not be a member of the Company.
- A corporation, which is a member of the Company, may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
- The instrument appointing a proxy must be deposited at the registered office of the Company, at 70 Shenton Way, #03-02 Marina House, Singapore 079118 not less than 48 hours before the time appointed for holding the meeting.

#### STATEMENT PURSUANT TO THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

##### Note to Resolution 3

Mr Md Abdul Wahab Bin Md Shahir will, upon re-election as a Director of the Company, continue to serve as member of the Audit, Nominating and Remuneration Committees. Mr Md Abdul Wahab Bin Md Shahir will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.