



## **INTER-ROLLER ENGINEERING LIMITED**

Company Registration No. 197900230M

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Inter-Roller Engineering Limited will be held at 20 Benoi Crescent Singapore 629983 on 18 April 2007 at 10:00 a.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive, and if approved, to adopt the Audited Accounts for the year ended 31 December 2006 together with the Directors' Report and Auditors' Report thereon.  
(Resolution 1)
2. To declare a Final One-Tier Tax-Exempt Dividend of 1.5 cents per share for the year ended 31 December 2006.  
(Resolution 2)
3. To approve the proposed Directors' Fees of S\$283,166 (2005: \$196,137) for the year ended 31 December 2006.  
(Resolution 3)
4. To re-elect the following Directors who are retiring under Article 107 of the Articles of Association:
  - a. Mr. Rajan Menon
  - b. Mr. Lim Hwee Chiang  
(Resolution 4)
5. To re-appoint Mr. Haider M. Sithawalla as Director under Section 153(6) of the Companies Act (Chapter 50).  
(Resolution 5)
6. To re-appoint Mr. Oon Chong Howe as Director under Article 117 of the Articles of Association  
(Resolution 6)
7. To appoint Messrs Foo, Kon Tan Grant Thornton as Auditors of the Company and to authorize the Directors to fix their remuneration.  
(Resolution 7)
8. To transact any other business as may be transacted at an Annual General Meeting.  
(Resolution 8)

## AS SPECIAL BUSINESS

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

9. That pursuant to Section 161 of the Companies Act (Cap. 50) and the listing rules of the Singapore Exchange Securities Trading Limited, approval 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 at any time to such persons 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 issued pursuant to this Resolution shall not exceed 50 per centum of the issued share capital of the Company for the time being and provided further that the aggregate number of shares issued other than on a pro rata basis to the shareholders of the Company shall not exceed 20% of the issued share capital of the Company for the time being, and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.  
(Resolution 9)

By Order of The Board

Amy Lew Hooi Ching  
Company Secretary

Singapore  
30 March 2007

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member.
2. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 20 Benoi Crescent, Singapore 629983 not less than 48 hours before the time of the Meeting.
3. Mr. Rajan Menon and Mr. Lim Hwee Chiang are both independent directors and members of the Audit Committee. Resolution 4, as set out above, if passed, will re-elect them as Directors of the Company. Mr. Rajan Menon will continue to serve as a Chairman and Mr. Lim Hwee Chiang as member of the Audit Committee upon their re-appointment as Directors of the Company.
4. Mr. Haider M. Sithawalla is an independent director, Chairman of the Nomination and Remuneration Committee and member of the Audit Committee. Resolution 5, as set out above, if passed, will re-elect him as Director of the Company. Mr. Haider M. Sithawalla will continue to serve as Chairman of the Nomination and Remuneration Committee and member of the Audit Committee upon his re-appointment as Director of the Company.
5. Mr. Oon Chong Howe is an Executive Director of the Company. Resolution 6, as set out above, if passed, will re-elect him as Director of the Company. Mr. Oon Chong Howe will continue to serve as Managing Director of the Company upon his re-appointment as Director of the Company.
6. Resolution 9 is to empower the Directors to issue ordinary shares in the capital of the Company up to 50 per centum of the issued share capital of the Company for the time being; and up to 20 per centum of the issued share capital of the Company if the shares are not issued on a pro rata basis to the shareholders of the Company for the time being.