

APEX-PAL INTERNATIONAL LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 199604816E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** ("EGM") of Apex-Pal International Ltd. (the "**Company**") will be convened on Monday, 23 July 2007 at 10:00 a.m. at One Irving Road, Apex-Pal Building, Singapore 369520, for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:-

All capitalised terms in the Ordinary Resolution and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

ORDINARY RESOLUTION

APPROVAL FOR THE VOLUNTARY CONDITIONAL OFFER FOR ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF THAI VILLAGE HOLDINGS LTD OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY APEX-PAL INTERNATIONAL LTD. AND ITS SUBSIDIARIES OR THEIR RESPECTIVE NOMINEES

THAT:-

- (a) the Company do make a voluntary conditional offer for 78,551,676 shares in the share capital of Thai Village Holdings Ltd ("**TV**") held by Lee Tong Soon, Kok Nyong Patt, Lee Tong Kuon and Tee Yih Jia Food Manufacturing Pte Ltd (the "**TV Major Shareholders**") on the basis of, for each share in the share capital of TV ("**TV Share**"), at 0.6 new ordinary share in the share capital of the Company and on the other terms and conditions set out in the Circular dated 6 July 2007 or on the terms and conditions of any revised offer as the Directors of the Company may approve;
- (b) the Company do make a voluntary conditional offer for all the shares in the share capital of TV, other than the Undertaken TV Shares, held by the shareholders of TV on the following bases:
 - (i) for each TV Share, at 0.2 new API Share and S\$0.134 payable in cash;
 - (ii) for each TV Share, at S\$0.201 payable in cash; or
 - (iii) for each TV Share, at 0.6 new API Share

and on the other terms and conditions set out in the Circular dated 6 July 2007 or on the terms and conditions of any revised offer as the Directors of the Company may approve;

- (c) the allotment and issuance of up to 124,649,220 new ordinary shares in the share capital of the Company, to be allotted and issued in consideration for the said offer (including any revision thereof), be and are hereby approved, such New API Shares to be issued and credited as fully-paid and will rank *pari passu* in all respects with the existing shares in the share capital of the Company as of the date of their issue; and

- (d) any Director of the Company be and is hereby authorised to complete and do all such things (including signing and executing all such documents and instruments as may be required) as he may deem necessary, desirable or expedient in connection with the above.

BY ORDER OF THE BOARD

PHYLLIS PHUA LEE BOON
Company Secretary
Singapore, 6 July 2007

Notes:-

- (a) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
- (c) The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- (d) The instrument appointing a proxy must be deposited at the registered office of the Company at One Irving Road, Apex-Pal Building, Singapore 369520, not less than forty-eight hours before the time for holding the Extraordinary General Meeting.