

**ADVANCE MODULES GROUP LIMITED**

(Incorporated in the Republic of Singapore)  
Registered Office: 6 Shenton Way, #28-09 DBS Building Tower Two, Singapore 068809  
Registration No. 200401776E

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **ADVANCE MODULES GROUP LIMITED** will be held at Carlton Hotel, 76 Bras Basah, Level 4, Esplanade Room 1, Singapore 189558 on 12 June 2006 at 11.00 a.m. to transact the following business:-

**AS ORDINARY BUSINESS**

- To consider and adopt the Directors' Report and Financial Statements for the year ended 31 December 2005 together with the Auditors' Report thereon.
- To approve the payment of a Tax-Exempt (One-Tier) First and Final Dividend of 2.21 Singapore cents per share for the year ended 31 December 2005.
- To approve the Directors' Fees of S\$30,667.00 for the year ended 31 December 2005.
- To approve payment of the Directors' Fees of S\$106,000.00 for the year ending 31 December 2006, payable quarterly.
- To re-elect the following Directors, who retire by rotation under Article 108 of the Company's Articles of Association.
  - Mr Michael Tang Vee Mun
  - Mr Hee Woon Loong
  - Mr Choo Sam Po
  - Mr Koh Yeow Lay
  - Mr Low Peng Lum
  - Mr Chua Beng Huat
  - Dr Dominic Er Kong Kiong
- To appoint auditors of the Company and to authorise the Directors to fix their remuneration.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions:-

- "THAT pursuant to Section 161 of the Companies Act, Cap. 50, approval be and is hereby given to the Directors to grant awards by allotting and issuing from time to time such number of shares in the Company pursuant to the Advance Modules Group Limited Share Plan ("Share Plan"), provided that the aggregate number of shares to be issued pursuant to the Share Plan shall not exceed 15 percent (15%) of the total issued shares in the capital of the Company from time to time."
- "THAT pursuant to Section 161 of the Companies Act, Cap. 50 and 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 and 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 shares in the 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 shares in the 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 shares shall be based on the number of the issued shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for :-
    - new shares arising from the conversion or exercise of convertible securities;
    - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of the resolution approving this Resolution provided the options or awards were granted in compliance with requirements prescribed by 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."
- "THAT approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST ("Chapter 9"), for the Company, its subsidiaries and associated companies (if any) that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions set out in the Appendix dated 27 May 2006 ("Appendix"), with any party who is of the classes of Interested Persons described in the Appendix, provided that such transactions are made at arm's length, on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders and in accordance with the review procedures for such Interested Person Transactions as set out in the Appendix (the "Shareholders' Mandate").

THAT the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the Shareholders' Mandate and / or this Resolution."

**BY ORDER OF THE BOARD**

**LIM TIONG BENG**

Company Secretary  
Singapore, 27 May 2006

**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 stead.
- Where a member appoints more than one proxy, he shall specify the percentage of shares to be represented by each proxy, failing which, the first named proxy shall be deemed to represent 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- 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 : 6 Shenton Way, #28-09 DBS Building Tower Two, Singapore 068809 not less than 48 hours before the time appointed for holding the meeting.

**Explanatory Note to Resolution 5(i)**

Mr Michael Tang Vee Mun is an Independent Director. He is also the Chairman for Board of Directors, Remuneration and Nominating Committees and a member of Audit Committee. He will, upon re-election, continue to serve as an Independent Director, Chairman for Board of Directors, Remuneration and Nominating Committees and a member of Audit Committee.

**Explanatory Note to Resolution 5(ii)**

Mr Hee Woon Loong, is an Executive Director and will, upon re-election, continue to serve as an Executive Director.

**Explanatory Note to Resolution 5(iii)**

Mr Choo Sam Po is an Executive Director and will, upon re-election, continue to serve as an Executive Director.

**Explanatory Note to Resolution 5(iv)**

Mr Koh Yeow Lay is an Executive Director and will, upon re-election, continue to serve as an Executive Director.

**Explanatory Note to Resolution 5(v)**

Mr Low Peng Lum is a Non-Executive Director and a member of the Audit Committee. He will, upon re-election, continue to serve as a Non-Executive Director and a member of the Audit Committee.

**Explanatory Note to Resolution 5(vi)**

Mr Chua Beng Huat is an Independent Director. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee. He will, upon re-election, continue to serve an Independent Director, Chairman of the Audit Committee and a member of the Remuneration Committee

**Explanatory Note to Resolution 5(vii)**

Dr Dominic Er Kong Kiong is an Independent Director. He is also a member of the Remuneration and Nominating Committees. He will, upon re-election, continue to serve as an Independent Director and a member of the Remuneration and Nominating Committees.

**Explanatory Notes on Special Business**

**Resolution 7**

If this resolution is passed, it will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares pursuant to the Rules of the Advance Modules Group Limited Share Plan, which was approved at the Extraordinary General Meeting of the Company held on 2 August 2005. A copy of the Rules of the Advance Modules Group Limited Share Plan is available for inspection by shareholders during normal business hours at the registered office of the Company at 6 Shenton Way, #28-09 DBS Building Tower Two, Singapore 068809.

**Resolution 8**

If this resolution is passed, it will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares in the Company up to an amount not exceeding in total 50% of the issued shares in the capital of the Company with a sub-limit of 20% for shares issued other than on a pro-rata basis to the shareholders. The calculation for the shares to be issued is in accordance with Rule 806(3) of the Listing Manual of the SGX-ST. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

**Resolution 9**

If this resolution is passed, it will renew effective up to the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by the Company in general meeting), the shareholders' mandate for general business transaction ("Shareholders' Mandate") to enable the Company, its subsidiaries and associated companies which are considered to be "entities at risk" to enter, in the ordinary course of business, into the types of mandated transactions with the specified classes of the Company's interested persons. The Shareholders' Mandate, which was previously approved by the Shareholders at an extraordinary general meeting of the Company held on 2 August 2005 will be expiring at the forthcoming annual general meeting. Particulars of the Shareholders' Mandate and the Audit Committee's confirmation (pursuant to Rule 920(1) of the Listing Manual of the SGX-ST) in respect of the proposed renewal of the Shareholders' Mandate, are contained in the Appendix dated 27 May 2006.

**NOTICE OF BOOKS CLOSURE**

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on 20 June 2006 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Compact Administrative Services Pte Ltd, 6 Shenton Way, #28-09 DBS Building Tower Two, Singapore 068809 up to 5.00 p.m. on 19 June 2006 will be registered to determine shareholders' entitlements to the said dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 19 June 2006 will be entitled to the proposed dividend.

Payment of the dividend, if approved by members at the annual general meeting to be held on 12 June 2006 will be made on 10 July 2006.