



Inter-Roller Engineering Ltd
(Incorporated in the Republic of Singapore)
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 28 April 2008 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2007 together with the Directors' Report and Auditors' Report thereon.
(Resolution 1)
2. To declare a Final Dividend of 0.5 cents per share tax exempt (1-tier) for the financial year ended 31 December 2007.
(Resolution 2)
3. To approve the proposed Directors' Fee of S\$329,495 (2006: \$283,166) for the financial year ended 31 December 2007.
(Resolution 3)
4. To re-elect the following Directors who are retiring under Article 107 of the Articles of Association:
 - a. Mr Low Kok Hua (Resolution 4)
 - b. Mr Loh Chin Hua (Resolution 5)

Mr Low Kok Hua will upon re-election as a Director of the Company, remain as a member of the Nomination and Remuneration Committee.

Mr Loh Chin Hua will upon re-election as a Director of the Company, remain as a member of the Audit and Nomination and Remuneration Committee. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Trading Limited.

5. To re-appoint Mr Haider M. Sithawalla as a Director under Section 153(6) of the Companies Act (Chapter 50).
(Resolution 6)

Mr Haider M. Sithawalla will upon re-appointment as a Director of the Company, remain as the Chairman of the Nomination and Remuneration Committee and member of the Audit Committee. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Trading Limited.

6. To re-elect Mr Tan Guong Ching as Director under Article 117 of the Articles of Association
(Resolution 7)

Mr Tan Guong Ching will upon re-election as a Director of the Company, remain as a member of the Nomination and Remuneration Committee. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore

I N T E R - R O L L E R E N G I N E E R I N G L I M I T E D

20 Benoi Crescent Singapore (629983) Tel: (65) 6861 2828 Fax: (65) 6266 5516

E-mail: ir@irel.com.sg Website: www.inter-roller.com

Company Registration No.: **197900230M**

Exchange Trading Limited.

7. To appoint KPMG as auditors of the Company in place of Foo Kon Tan Grant Thornton, the retiring Auditors, until the next Annual General Meeting and to authorize the Directors to fix their remuneration.

(Resolution 8)
(See Note 3)

8. To transact any other ordinary business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- (a) That pursuant to Section 161 of the Companies Act, and the listing rules of the SGX-ST, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues; and

- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;

- (a) new shares arising from the conversion or exercise of convertible securities, or
- (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed

INTER-ROLLER ENGINEERING LIMITED

20 Benoi Crescent Singapore (629983) Tel: (65) 6861 2828 Fax: (65) 6266 5516

E-mail: ir@irel.com.sg Website: www.inter-roller.com

Company Registration No.: **197900230M**

provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and

(c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and

(ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(Resolution 9)
(See Note 4)

10. That the Directors of the Company be and are hereby authorized to offer and grant from time to time holders of options granted by the Company under the Inter-Roller Engineering Limited Employees' Share Option Scheme 2001 (the "Scheme") together with its modifications thereafter established by the Company and in accordance with the terms and conditions of the Scheme provided always that the aggregate number of additional shares to be allotted and issued pursuant to the Scheme shall not exceed 15 per cent of the issued share capital of the Company from time to time as determined in accordance with the provisions of the Scheme.

(Resolution 10)
(See Note 5)

By Order of the Board

Steven Lwi Tong Boon/
Foo Soon Soo
Company Secretaries

Singapore
10 April 2008

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. Resolution 8 is to appoint KPMG as auditors of the Company in place of the retiring auditors, Foo Kon Tan Grant Thornton until the next Annual General Meeting and to authorize the Directors of the Company to fix their remuneration.

The AC Committee ("AC") reviewed the Company's continued engagement of its existing external auditor m/s Foo Kon Tan Grant Thornton ("FKTGT") as part of good corporate governance. FKTGT have been the Company's external auditors for the

I N T E R - R O L L E R E N G I N E E R I N G L I M I T E D

20 Benoi Crescent Singapore (629983) Tel: (65) 6861 2828 Fax: (65) 6266 5516

E-mail: ir@irel.com.sg Website: www.inter-roller.com

Company Registration No.: **197900230M**

past 10 years.

A change of auditors was duly considered by the AC. It reviewed the audit proposal submitted by KPMG and found it to be reasonable after considering various factors including the Company's constant efforts to be cost effective, the adequacy of KPMG's resources, their experience in audit engagements, the number and expertise of the supervisory and professional staff who will be assigned to the audit of the Company's consolidated financial statements and the proposed audit's scope of work for the Company.

The Board of Directors reviewed and considered the recommendations of the AC on the proposed change of Auditors and is of the opinion that KPMG will be able to meet the audit requirements and statutory obligations of the Company and the Group.

KPMG have given their consent to act as Auditors subject to the approval of shareholders at the forthcoming AGM.

FKTGT have confirmed that they are not aware of any professional reasons why KPMG should not accept nomination as the auditor of the Company. The Directors of the Company have confirmed there were no disagreements with FKTGT on accounting treatments within the last 12 months. The Directors of the Company also confirm that they are not aware of any circumstances in connection with the change in auditors that should be brought to the attention of the shareholders of the Company.

In accordance with Rule 1203(5) of the Listing Manual, the Directors propose to seek shareholder's approval for the proposed change of Auditors from FKTGT to KPMG. The appointment of KPMG as Auditors of the Company will become effective only upon shareholder's approval at the forthcoming AGM of the Company.

4. Resolution 9 will empower the Directors of the Company from the date of this meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issues shares and/or convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time. The number of shares that the Directors may allot and issue under this resolution would not exceed fifty per cent (50%) of the issued capital excluding treasury shares of the Company at the time of the passing of this resolution. For issue of shares other than on a pro-rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed twenty per cent (20%) of the issued capital of the Company excluding treasury shares. Rule 806(2) of the Listing manual currently provides that the total number of issued shares excluding treasury shares of the Company for this purpose shall be the total number of issued shares excluding treasury shares at the time this resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities or share options arising from the exercise of share options or the vesting of share awards outstanding as at the time this resolution is passed and any subsequent consolidation, bonus issue or subdivision of shares.
5. Resolution 10 will empower the Directors of the Company to issue shares in the capital of the Company pursuant to the exercise of the options under the Scheme up to an amount in aggregate not exceeding 15 per cent of the issued share capital of the Company.

INTER-ROLLER ENGINEERING LIMITED

20 Benoi Crescent Singapore (629983) Tel: (65) 6861 2828 Fax: (65) 6266 5516

E-mail: ir@irel.com.sg Website: www.inter-roller.com

Company Registration No.: **197900230M**