SINOTEL TECHNOLOGIES LTD.

(Company Registration Number 200614275R)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SINOTEL TECHNOLOGIES LTD. (the "Company") will be held at Conference Room 1, Level 2, Warren Golf & Country Club, 81 Choa Chu Kang Way, Singapore 688263 on Wednesday, 30 April 2014 at 2.00 p.m., for the following purposes:–

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2013 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S$172,557 for the financial year ending 31 December 2014, to be paid quarterly in arrears (2013: S$172,557). **(Resolution 2)**
3. To re-elect Mr Jia Yue Ting, a Director retiring pursuant to Article 107 of the Company's Articles of Association. *(see explanatory note 1)* **(Resolution 3)**
4. To re-elect Mr Goh Chee Wee, a Director retiring pursuant to Article 107 of the Company's Articles of Association. *(see explanatory note 2)* **(Resolution 4)**
5. To re-elect Mr Zhang Baicheng, a Director retiring pursuant to Article 117 of the Company's Articles of Association. *(see explanatory note 3)* **(Resolution 5)**
6. To re-appoint Baker Tilly TFW LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:–

7. That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to: **(Resolution 7)**
   (a) (i) issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
   (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,
   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,
   provided that:
   (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);
   (2) (subject to such 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 (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
      (a) new Shares arising from the conversion or exercise of any convertible securities;
      (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
      (c) any subsequent bonus issue, consolidation or subdivision of Shares;
   (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
   (4) unless revoked or varied by the Company in a general meeting, such 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 earlier.
   (see explanatory note 4)
8. To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Wee Woon Hong
Lee Hock Heng
Company Secretaries

15 April 2014
Singapore

Explanatory Notes

1. Mr Jia Yue Ting will, upon re-election as a Director of the Company, remain as the Executive Chairman of the Board of Directors of the Company.
2. Mr Goh Chee Wee will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees of the Company, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
3. Mr Zhang Baicheng will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees of the Company, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
4. The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the Company's issued share capital (excluding treasury shares), of which up to 20% may be issued other than on a pro rata basis to existing shareholders of the Company.

Notes:

(i) A member of the Company entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote instead of him.

(ii) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

(iii) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

(iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 30 Raffles Place #19-04 Chevron House Singapore 048622, not less than 48 hours before the time appointed for holding the above meeting.

SAM1404048_Sinotel_AGM_3colx37cm().indd 1 4/10/2014 2:39:32 PM