

# Notice Of Annual General Meeting

## INNOTEK LIMITED

(Company Registration No.: 199508431Z)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the 18<sup>th</sup> Annual General Meeting of InnoTek Limited ("**Company**") will be held at The Casuarina Suite A, Level 3, Raffles Hotel, 1 Beach Road, Singapore 189673 on Monday, 28 April 2014 at 9.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final tax-exempt (one-tier) dividend of 1 cent per share for the year ended 31 December 2013 (2012: 1 cent per share). **(Resolution 2)**
3. To re-elect Mr. Robert S. Lette (Non-Executive and Independent Director) who is retiring by rotation in accordance with Article 103 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **(Resolution 3)**  
  
Subject to his re-appointment, Mr. Robert S. Lette who is considered an independent director, will be re-appointed as Chairman of the Nominating Committee and member of the Audit Committee and Remuneration Committee.
4. To approve the payment of Directors' fees of S\$335,956 for the year ended 31 December 2013 (2012: S\$333,798). **(Resolution 4)**
5. To re-appoint Ernst & Young LLP as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 5)**

### AS SPECIAL BUSINESS

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

6. That pursuant to Section 161 of the Companies Act, Chapter 50 ("**Companies Act**") and subject to the listing rules, guidelines and direction of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Listing Manual**"), the directors of the Company ("**Directors**") be authorised and empowered to:
  - (a) (i) allot and issue shares in the capital of the Company ("**shares**") whether by way of rights or bonus; 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) 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 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 while this Resolution was in force;

provided that:

- (1) 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 ordinary shares (excluding treasury shares) in the capital of the Company (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 does not exceed 20% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the total number of issued ordinary shares (excluding treasury shares) shall be based on the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares;

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- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act, the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue to be 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.

[See Explanatory Note (i) below]

**(Resolution 6)**

7. That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the InnoTek Employees' Share Option Plan and/or the InnoTek Employees' Share Option Scheme II ("**Share Plans**") and to allot and issue such number of ordinary shares in the capital of the Company as may be issued pursuant to the exercise of the options under the Share Plans, provided always that the aggregate number of shares to be issued pursuant to the Share Plans shall not exceed 15% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time.

[See Explanatory Note (ii) below]

**(Resolution 7)**

8. To transact any other business which may arise and can be transacted at an Annual General Meeting.

## NOTICE OF BOOKS CLOSURE

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2014 for the preparation of dividend warrants. Duly completed transfers in respect of ordinary shares in the capital of the Company received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place Singapore Land Tower #32-01 Singapore 048623 up to 5.00 p.m. on 8 May 2014 will be registered to determine members' entitlement to the proposed first and final dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with Shares in the Company as at 5.00 p.m. on 8 May 2014 will be entitled to the proposed first and final dividend.

The proposed first and final dividend, if approved at this annual general meeting, will be paid on 22 May 2014.

By Order of the Board

Linda Sim Hwee Ai  
Company Secretary  
Singapore, 11 April 2014

## Explanatory Notes:

- (i) Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of the above Annual General Meeting until the date of the next Annual General Meeting, to issue, or agree to issue shares and/or grant Instruments that might require shares to be issued on a *pro rata* basis to shareholders of the Company, up to an aggregate limit of 50% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company of which up to 20% may be issued other than on a *pro rata* basis to existing shareholders of the Company (calculated as described).
- (ii) Resolution 7 proposed in item 7 above, if passed, will empower the Directors, from the date of the above Annual General Meeting until the next Annual General Meeting, to offer and grant options in accordance with the provisions of the Share Plans and to allot and issue shares as may be issued pursuant to the exercise of options under the Share Plans up to an aggregate limit of 15% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time ("**15% Limit**"). The 15% Limit is calculated by including the shares which have already been allotted and issued pursuant to the exercise of options under the Share Plans.

## Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 1 Finlayson Green #15-02 Singapore 049246 not less than 48 hours before the time appointed for holding the Annual General Meeting.