



AMPLEFIELD LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. : 198900188N

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Amplefield Limited (the "Company") will be held at RELC International Hotel, Room 506, Level 5, 30 Orange Grove Road, Singapore 258352 on 11 April 2014 at 2.00 pm for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions set out below.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 26 March 2014 (the "Circular").

ORDINARY RESOLUTIONS

RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF BUSINESS

That subject to and conditional upon Resolutions 2 and 3 being passed, approval be and is hereby given for the Company to diversify its business activities from that of components manufacturing, precision machining and precision assembly to that of the Property Development Business and the Construction Business.

RESOLUTION 2: THE PROPOSED RIGHTS ISSUE

That subject to and conditional upon Resolutions 1 and 3 being passed, approval be and is hereby given for:

- (a) the Company to undertake a renounceable non-underwritten Proposed Rights Issue and, in that connection, the Directors be and are hereby authorised to provisionally allot and issue up to 2,767,049,304 Rights Shares in the capital of the Company, or such other number of Rights Shares as the Directors may determine, at an issue price of S\$0.0075 for each Rights Share, on the basis of four (4) Rights Shares for every one (1) existing Share held by the Shareholders of the Company as at the Books Closure Date, on such terms and conditions as the Directors may think fit, and that:
 - (i) the provisional allotment of the Rights shares shall be made on a renounceable basis to Entitled Shareholders;
 - (ii) no provisional allotment of the Rights Shares shall be made in favour of Foreign Shareholders, unless they have, at least three (3) Market Days prior to the Books Closure Date, provided the Company or CDP, as the case may be, with addresses in Singapore for the service of notices and documents;
 - (iii) the provisional allotments of the Rights Shares which would otherwise accrue to Foreign Shareholders may be disposed of or otherwise dealt with by the Company in such manner, at such price or prices and on such other terms and conditions as the Directors deem fit, including, for the purpose of renouncing the rights entitlements relating thereto to purchasers thereof, selling such provisional allotments "nil-paid" on the SGX-ST and pooling and thereafter distributing the proceeds thereof, in accordance with their respective shareholdings as at the Books Closure Date, provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, the Company shall be entitled to retain or deal with such amount as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (iv) any provisional allotments of the Rights Shares not taken up or allotted for any reason shall be aggregated and allotted to satisfy excess applications (if any) for the Rights Shares or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
 - (v) the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments, or other distributions, the record date for which falls before the date of issue of the Rights Shares; and
- (b) the Directors of the Company be and are hereby authorised to make such amendments to the above terms of the Proposed Rights Issue as the Directors may, in consultation with the SGX-ST, deem fit and be and are hereby authorised to take such steps, and exercise such discretion, as the Directors may, from time to time in their absolute discretion, deem fit, advisable, necessary or expedient in connection with any of the foregoing matters.

RESOLUTION 3: THE PROPOSED WHITEWASH RESOLUTION

That subject to and conditional upon Resolutions 1 and 2 being passed, the Independent Shareholders do hereby irrevocably and unconditionally waive their rights to receive a mandatory general offer from the Undertaking Shareholder and his concert parties in accordance with Rule 14 of the Code, for all the Shares not already owned by the Undertaking Shareholder and his concert parties, as a result of the acquisition by the Undertaking Shareholder and his concert parties of the Rights Shares and/or any Unsubscribed Rights Shares pursuant to the Proposed Rights Issue.

By Order of the Board

ALBERT SAYCHUAN CHEOK

Chairman

Amplefield Limited

26 March 2014

Notes:-

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one (1) or two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (3) The instrument appointing a proxy or proxies must be under the hand of the appointer or 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.
- (4) The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 101A, Upper Cross Street, #11-16, People's Park Centre, Singapore 058358, not less than forty-eight (48) hours before the time set for the EGM.