

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at The Casuarina, Suite A, Level 3, Raffles Hotel, 1 Beach Road, Singapore 189673, on 28 April 2014 at 9.45 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Resolutions:-

Ordinary Resolution 1: The Proposed Adoption of the InnoTek Employees' Share Option Scheme 2014 ("Scheme")

That a new employee share option scheme to be known as the "InnoTek Employees' Share Option Scheme 2014" (the "**Scheme**"), the details and rules of which are set out in the Circular to Shareholders dated 11 April 2014 (the "**Circular**"), be and is hereby approved and adopted substantially in the form set out in the rules of the Scheme, and the Directors of the Company ("**Directors**") be and are hereby authorised to appoint and authorise the Remuneration Committee comprising Directors appointed by the Board:

- (a) to establish and administer the Scheme;
- (b) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- (c) to offer and grant options ("**Options**") in accordance with the rules of the Scheme (as may be modified from time to time) and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the Scheme, whether granted during the subsistence of this authority or otherwise, provided that the aggregate number of Shares to be issued pursuant to the Scheme when added to:
 - (i) the number of new ordinary shares in the capital of the Company ("**Shares**") issued and issuable in respect of all options granted under the InnoTek Employees' Share Option Scheme which was adopted by the Company on 30 April 2008 ("**2008 Scheme**"); and
 - (ii) the number of treasury shares delivered in respect of the Options and options granted under the 2008 Scheme,

shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding Shares held by the Company as treasury shares) from time to time.

Ordinary Resolution 2: Proposed Grant of Authority to Offer and Grant Options under the Scheme at a Discount

That subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant Options in accordance with the rules of the Scheme with exercise prices set at a discount to the Market Price (as defined in the Circular), provided that such discount does not exceed the 20% limit set by the Singapore Exchange Securities Trading Limited.

Ordinary Resolution 3: Proposed Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore ("**Companies Act**"), the exercise by the Directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) market purchase(s) on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and/or any other securities exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**"); and/or

- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**");

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; and
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

- (c) in this Resolution:

"Average Closing Price" means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares on the SGX-ST or, as the case may be, Other Exchange were recorded immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares stating therein the purchase price (which shall not be more than the Maximum Price calculated on the basis below) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Maximum Percentage" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an off-market purchase of a Share, 110% of the Average Closing Price of the Shares; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

Linda Sim Hwee Ai
Company Secretary
11 April 2014

Notes:

1. A member of the Company entitled to attend and vote at the EGM 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 EGM.