

## **AMENDMENT TO NOTICE OF ANNUAL GENERAL MEETING**

Further to the announcement released on 14 July 2005 regarding the Notice of Annual General Meeting of Airocean Group Limited, attached are the amendments to the Notice of Annual General Meeting.

By Order of the Board  
Winston Seow Han Chiang  
Joint Company Secretary  
15 July 2005

## Amendment to Notice of Annual General Meeting

### 1. Resolution 3 to read as follows:

“To approve Directors’ fees of S\$250,000 (2004: S\$250,000) for the financial year ended 31 March 2005.”

### 2. Resolution 7 to read as follows:

“That the Directors be and are hereby authorized pursuant to the provisions of Section 161 of the Companies Act (Cap. 50), and the Company’s Articles of Association to issue shares (including the issue of shares pursuant to offers, agreements or options made or granted by the Company) and convertible securities (including the making and granting of offers, agreements or options which would or which might require shares to be issued or allotted) at any time, whether during the continuance of such authority of thereafter, to such persons upon such terms and conditions and or such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution to shareholders on a pro-rata basis shall not exceed fifty (50) percent of the issue share capital of the Company, and PROVIDED FURTHER that the aggregate number of shares or convertible securities to be issued other than on a pro-rata basis to existing shareholders does not exceed twenty (20) percent of the issued share capital of the Company AND unless revoked or varied by the Company in a general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or expiry of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. For the purpose of this Resolution, the percentage of the issued share capital of the Company shall be based on the issued share capital of the Company at the time this Resolution approving the mandate is passed (after adjusting for any new shares arising from the conversion or exercise of convertible securities; or new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution approving the mandate, provided the option or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and any subsequent consolidation or subdivision of the shares in the Company.”

### 3. Note 1(v) to read as follows:

“Resolution 7, if passed, will empower the Directors of the Company from the date of the Annual General Meeting to issue shares and convertible securities in the Company up to a maximum of fifty (50) percent of the issued capital of the Company at the time of passing of this resolution (of which the number of shares and convertible securities other than on a pro-rata basis to existing shareholders shall not exceed twenty (20) percent of the issued share capital of the Company at the time of passing of this resolution) for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.”

4. The tables in Note 3(ix) to read as follows:

**Interests of Directors in the Company as at Latest Practicable Date**

<b>Name of Directors</b>	<b>Direct interest</b>	<b>Indirect interest</b>	<b>Total</b>	<b>% of issued Share Capital</b>
	(Number of Shares)	(Number of Shares)	(Number of Shares)	
Thomas Tay Nguen Cheong	8,690,731	83,540,731	92,231,462	20.36
Chong Keng Ban @ Johnson Chong	3,069,000	50,144,612	53,213,612	11.75
Paul Dunn Shio Chau *	500,000	53,825,450	54,325,450	11.99
Ong Chow Hong @ Ong Chaw Ping	75,000	25,000	100,000	0.02
Ong Seow Yong	-	60,000	60,000	0.01
Peter Madhavan	-	-	-	-

**Interests of Substantial Shareholders in the Company as at Latest Practicable Date**

<b>Name of Substantial Shareholders</b>	<b>Direct interest</b>	<b>Indirect interest</b>	<b>Total</b>	<b>% of issued Share Capital</b>
	(Number of Shares)	(Number of Shares)	(Number of Shares)	
Thomas Tay Nguen Cheong	8,690,731	83,540,731	92,231,462	20.36
Chong Keng Ban @ Johnson Chong	3,069,000	50,144,612	53,213,612	11.75
Cyberlink Capital Corporation	53,825,450	-	53,825,450	11.88
Paul Dunn Shio Chau <sup>Note 1</sup>	500,000	53,825,450	54,325,450	11.99
Dunn Shio Yu <sup>Note 1</sup>	100,000	53,825,450	53,925,450	11.90
Patrick Dunn Siu Fung <sup>Note 1</sup>	-	53,825,450	53,825,450	11.88
Janco Strategic Biz Pte. Ltd.	33,635,000	-	33,635,000	7.42
Janco Strategic Bizgroup Pte. Ltd. <sup>Note 2</sup>	-	33,635,000	33,635,000	7.42
A-Sonic Aerospace Limited <sup>Note 2</sup>	-	33,635,000	33,635,000	7.42
Janet LC Tan <sup>Note 3</sup>	-	33,635,000	33,635,000	7.42