

**GREATRONIC LIMITED**  
Registration No. 197500621N  
(Incorporated in Singapore)

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of the Company will be held at 18 Cross Street 8th Floor Marsh & McLennan Centre Singapore 048423 on Saturday, 30 April 2005 at 1.00 pm to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive and consider the Directors' Report and Audited Accounts for the year ended 31 December 2004 and the Auditors' Report thereon. Resolution 1
2. To approve the payment of Directors' fees of S\$151,000 for the year ended 31 December 2004 (2003: S\$135,000). Resolution 2
3. To re-elect Mr Cheong Quee Wah, a Director who retires by rotation pursuant to Article 86 of the Articles of Association of the Company. Resolution 3  
  
(Mr Cheong Quee Wah will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit Committee and is considered independent for the purposes of Rule 704(8) of the Listing Manual of The Singapore Exchange Securities Trading Limited.)
4. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration. Resolution 4

#### **SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without any modifications, the following resolutions as Ordinary Resolutions:

5. **Ordinary Resolution : Authority to allot and issue shares up to 50% of the Company's issued share capital** Resolution 5

"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit provided always that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution, does not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20% of the issued share capital of the Company and for the purpose of this Resolution, the issued share capital shall be the Company's issued share capital at the time this Resolution is passed (after adjusting for 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 any subsequent consolidation or sub-division of the Company's shares) and unless revoked or varied by the Company in general meeting, such authority 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 the earlier."

(See Explanatory Note (i))

6. **Authority to offer, accept, allot and issue shares under the Greatronic Share Option Scheme** Resolution 6

"That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the directors of the Company to allot and issue from time to time such number of shares in the Company as may be required to be issued in accordance with the provisions of the Greatronic Share Option Scheme (the "Scheme") pursuant to the exercise of the options under the Scheme provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 10% of the issued share capital of the Company from time to time." (See Explanatory Note (ii))

7. To transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- (i) Resolution 5, if passed, will empower the directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities which the directors may allot and issue under this Resolution would not exceed 50 per cent of the issued share capital of the Company at the time this Resolution is passed. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 20 per cent of the total issued share capital of the Company at the time this Resolution is passed.
- (ii) Resolution 6, if passed, will empower the directors from date of the above Meeting until the next Annual General Meeting, to allot and issue shares in the Company of up to a number not exceeding in total 10% of the issued share capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

**BY ORDER OF THE BOARD**

Low Mei Mei Maureen  
Company Secretary

Singapore  
Date : 14 April 2005

Proxies :

A member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 627A Aljunied Road, #07-02 Biztech Centre, Singapore 389842 not less than 48 hours before the time set for the Annual General Meeting.