

PENTON INTERNATIONAL LIMITED

(Company Registration Number 200003044C, Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Penton International Limited ("the Company") will be held at 80 Raffles Place, #24-21A, UOB Plaza 2, Singapore 048624 on Wednesday, 28 September 2005 at 3.00 pm 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 30 April 2005 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors who retires pursuant to Article 104 of the Company's Articles of Association.
 - (a) Mr Abdul Khader Mohamed Ismail
 - (b) Dr Wong Kwei Cheong

Mr Abdul Khader Mohamed Ismail, will upon re-election as Director of the Company, remain as the Managing Director. **(Resolution 2a)**

Dr Wong Kwei Cheong will, upon re-election as Director of the Company, remain as an Independent Director and shall be Chairman of Audit Committee, member of the Remuneration and Nominating Committees. **(Resolution 2b)**

3. To re-elect the following Directors who retire pursuant to Article 108 of the Company's Articles of Association:
 - (a) Mr Khor Peng Soon
 - (b) Mr Nadeem Akhtar

Mr Khor Peng Soon will, upon re-election as Director of the Company, remain as an Independent Director and shall be Chairman of the Remuneration Committee, member of the Audit and Nominating Committees. **(Resolution 3a)**

Mr Nadeem Akhtar will, upon re-election as Director of the Company, remain as an Independent Director and shall be Chairman of Nominating Committee, member of the Remuneration and Audit Committees. **(Resolution 3b)**

4. That Messrs Moores Rowland be re-appointed as Auditors of the Company for the financial year ended 30 April 2006 and the Directors be authorized to fix their remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares up to 50 per centum (50%) of issued capital**

That pursuant to the provisions of Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual, authority be and is hereby given to the Directors of the Company to issue shares in the Company (whether by way of rights, bonus or otherwise) 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 provided that the aggregate number of shares that may be issued pursuant to this Resolution does not exceed 50% of the issued share capital of the Company at the time of passing of this Resolution, of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company at the time of passing of this Resolution 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. **(Resolution 5)**

By Order of the Board

Abdul Khader Mohamed Ismail
Director

Singapore, 13 September 2005

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. 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 80 Raffles Place, #24-21A, UOB Plaza 2, Singapore 048624 not less than forty-eight (48) hours before the time for holding the Meeting.