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**NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of the Company will be held at 190 Changi Road #02-02, Singapore 419974, on Tuesday, 28 July 2009, at 10.00 a.m., to transact the following business:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2009 together with the reports of the Directors and the Auditors thereon.  
**(Resolution 1)**
2. To re-elect Mr Tan Juay Hwa, a Director retiring under Article 104 of the Articles of Association of the Company.  
**(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$95,000.00 for the financial year ended 31 March 2009 (2008: S\$95,000.00).  
**(Resolution 3)**
4. To re-appoint Horwath First Trust LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**(Resolution 4)**

**AS SPECIAL BUSINESS**

To consider, and if thought fit, to pass the following Ordinary Resolutions (with or without amendments):-

**5. Authority to allot and issue shares**

- “(a) That pursuant to Section 161 of the Companies Act, and the listing rules of the SGX-ST, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
- (a) new shares arising from the conversion or exercise of convertible securities, or
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and
  - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares,
- (ii) the 50 per cent limit in sub-paragraph (i) above may be increased to 100% for issues of shares and/or Instruments by way of a renounceable rights issue where shareholders of the Company are entitled to participate in the same on a pro-rata basis; and
- (iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting 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)**  
**(See Explanatory Note 1)**

**6. Authority to grant options and issue shares**

"That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Addvalue Technologies Employees' Share Option Scheme ("the Scheme") and to allot and issue such shares as may be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time."

**(Resolution 6)**  
**(See Explanatory Note 2)**

7. To transact any other business that may normally be transacted at an Annual General Meeting.

By Order of the Board

Lim Teck Meng / Foo Soon Soo  
Joint Company Secretaries

Singapore, 13 July 2009

**Notes:**

1. A Depositor's name must appear on the Depository Register not less than 48 hours before the time of the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and any such proxy need not be a member of the Company.
3. The instrument appointing a proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting.

**Explanatory Notes on Special Business to be transacted:**

- 1 (a) The Ordinary Resolution 5 in item 5 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company of which (a) the aggregate number of shares (including shares to be issued in pursuance of convertible securities granted) by way of a renounceable rights issue does not exceed 100% of the total number of issued shares excluding treasury shares, (b) the aggregate number of shares (including shares to be issued in pursuance of convertible securities granted) to be issued on a pro rata but non-renounceable basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares, and (c) the aggregate number of shares (including shares to be issued in pursuance of convertible securities granted) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares provided always the aggregate number of shares (including shares to be issued in pursuance of convertible securities granted) under (a), (b) and (c) shall not exceed 100% of the total number of issued shares excluding treasury shares.
  - (b) The increased limit of up to 100% for renounceable rights issue will be effective up to 31 December 2010 pursuant to SGX-ST's notification dated 19 February 2009 and the increased limit is subject to the conditions that the issuer makes periodic announcements on the use of the proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in the annual report.
2. The Ordinary Resolution 6 in item 6 is to allow Directors to offer and grant options under the Addvalue Technologies Employees' Share Option Scheme and to allot and issue shares pursuant to the exercise of such options under the Scheme up to an amount not exceeding 15 per cent of the total number of issued shares excluding treasury shares of the Company from time to time.