

SINOMEM TECHNOLOGY LIMITED

Registration No: 200208107G

(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 10 Ang Mo Kio Street 65, #06-10 Singapore 569059 on Monday, 30 April 2007 at 2:30 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive and consider the Directors' Report and Audited Accounts for the financial year ended 31 December 2006 and the Auditors' Report thereon. Resolution 1
- 2a. To re-elect Dr Lan Weiguang, who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association, as Director of the Company. Resolution 2
- b. To record the retirement of Mr Chen Jian, a Director retiring pursuant to Article 91 of the Company's Articles of Association who does not wish to seek re-election.
3. To approve the Directors' fees of S\$125,000 for the financial year ended 31 December 2006. (2005: S\$130,000) Resolution 3
4. To re-appoint Messrs Deloitte & Touche 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 fifty per centum (50%) of the issued shares in the capital of the Company** Resolution 5

"That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of 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 always that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the issued shares 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 does not exceed 20% of the issued shares of the Company (the percentage issued shares being based on the issued shares in the capital of the Company 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 at the time this Resolution is passed and any subsequent consolidation or sub-division of 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 or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[Explanatory Note (i)]

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6. **Ordinary Resolution : Authority to offer and grant options and to allot and issue shares under the Sinomem Employees' Share Option Scheme** Resolution 6

"That authority be and is hereby given to the directors of the Company to offer and grant options in accordance with the provisions of the Sinomem Employees' Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued 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 15% of the issued shares in the capital of the Company from time to time." (See Explanatory Note (ii)).

7. **Ordinary Resolution : The proposed material dilution of more than 20.0 per cent of the Company's shareholding interest in Reyphon Agriceutical Pte. Ltd., a principal subsidiary of the Company, pursuant to the proposed initial public offering and listing of Reyphon Agriceutical Pte. Ltd. on the Singapore Exchange Securities Trading Limited** Resolution 7

(1) "That subject to the grant by the Singapore Exchange Securities Trading Limited (the "SGX-ST") of approval for the proposed initial public offering of Reyphon Agriceutical Pte. Ltd. ("Reyphon Agriceutical") (the "IPO") and the listing of Reyphon Agriceutical on the Mainboard of the SGX-ST (the "Listing"), a principal subsidiary of the Company, approval be and is hereby given for a material dilution of more than 20.0 per cent of the Company's shareholding interest in Reyphon Agriceutical resulting from the issue by Reyphon Agriceutical of new shares in the capital of Reyphon Agriceutical in connection with the proposed IPO and the Listing; and

(2) "That the directors of the Company be and are hereby authorized to do all acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company (including approving any amendment or modification to the terms of the IPO and Listing) in order to give effect to this resolution."

8. 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, which the Directors may allot and issue under this Resolution would not exceed 50% of the issued shares of the Company at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be allotted and issued shall not exceed 20% of the issued shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.

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- (ii) Resolution 6 is to authorise the Directors of the Company to offer and grant options under the Sinomem Employees' Share Option Scheme (the "Scheme") and to allot and issue shares up to 15% of the Company's issued shares pursuant to the exercise of the options.

BY ORDER OF THE BOARD

Low Mei Mei Maureen

Company Secretary

Singapore

Date: 12 April 2007

Proxies :

1. A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorized.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Ang Mo Kio Street 65, #06-10, Singapore 569059 not less than 48 hours before the time set for the Annual General Meeting.