

SINOMEM TECHNOLOGY LIMITED
(Registration No. 200208107G)
(Incorporated in the Republic of Singapore)
(the "**Company**")

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at 10 Ang Mo Kio Street 65 #06-10, Singapore 569059 on 28 April 2008 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 31 December 2007. **Resolution 1**
2. To re-elect Teng Cheong Kwee pursuant to Article 91 of the Articles of Association. [See Explanatory Note (1)] **Resolution 2**
3. To re-elect Hee Theng Fong pursuant to Article 91 of the Articles of Association. [See Explanatory Note (2)] **Resolution 3**
4. To re-elect Kong Tai pursuant to Article 97 of the Articles of Association. [See Explanatory Note (3)] **Resolution 4**
5. To note the retirement of Lin Luping who will be retiring in accordance with Article 91 of the Articles of Association.
6. To approve the payment of Directors' fees of S\$130,000 for the financial year ended 31 December 2007. (2006: S\$125,000) **Resolution 5**
7. To re-appoint Messrs Deloitte & Touche as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

To consider and if thought fit to pass the following as Ordinary Resolutions:

8. **Ordinary Resolution : Authority to allot and issue shares up to fifty per centum (50%) of the total number of issued shares excluding treasury shares in the capital of the Company**

"That pursuant to Section 161 of the Companies Act, Cap. 50, and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors be and are hereby authorised to issue shares and convertible securities in the Company 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:-

- (a) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the total number of issued shares excluding treasury shares in the 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 total

number of issued shares excluding treasury shares in the capital of the Company;

- (b) for the purpose of determining the aggregate number of shares and convertible securities that may be issued under (a) above, the percentage of issued share shall be based on the number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this resolution approving the mandate, provided the options or awards were granted in compliance with the Listing Manual; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares; and
- (c) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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 (4)] **Resolution 7**

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

“That pursuant to Section 161 of the Companies Act, Cap. 50, the directors be and are hereby authorised to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options granted under the Sinomem Employees’ Share Option Scheme (the “Scheme”) provided always that the aggregate number of shares to be issued pursuant to the Scheme and shall not exceed 15% of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.”

[See Explanatory Note (5)] **Resolution 8**

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

By Order of the Board

Chew Kok Liang
Company Secretary

Date: 11 April 2008

Explanatory Notes:

1. Mr Teng Cheong Kwee, upon re-election as a Director of the Company, will remain as Chairman of Audit Committee and member of both Remuneration and Nominating Committees. He is considered

independent director for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

2. Mr Hee Theng Fong, upon re-election as a Director of the Company, will remain as Chairman of both Remuneration and Nominating Committees and member of Audit Committee. He is considered independent director for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
3. Mr Kong Tai, upon re-election as a Director of the Company, will remain as member of Audit, Remuneration and Nominating Committees. He is considered independent director for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
4. The proposed ordinary resolution 7, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further shares in the capital of the Company, up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares in the capital of the Company with a sub-limit of 20% for issues other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of ordinary shares that may be issued, the percentage of issued share capital shall be based on the issued share capital of the Company at the time that Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options on issue at the time that Resolution 7 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.
5. The proposed ordinary resolution 8, if passed, will empower the Directors to allot and issue shares in the capital of the Company pursuant to the Sinomem Employees' Share Option Scheme (the "Scheme"), provided that the aggregate number of shares to be to be allotted and issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. If a proxy is to be appointed, the form 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 meeting.
3. The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
4. In case of joint shareholders, all holders must sign the form of proxy.