

NOTICE OF ANNUAL GENERAL MEETING

INNOTEK LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 199508431Z

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of INNOTEK LIMITED (the “Company”) will be held at The Casuarina Suite A, Level 3, Raffles Hotel, 1 Beach Road, Singapore 189673 on Wednesday, 28 April 2010 at 9.30 a.m. 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 31 December 2009 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final tax-exempt (one-tier) dividend of 5 cents per share for the year ended 31 December 2009 (2008: 5 cents per share) **(Resolution 2)**
3. To re-elect Prof. Low Teck Seng (Non-Executive and Independent Director) who is retiring by rotation in accordance with Article 103 of the Company’s Articles of Association and who, being eligible, offers himself for re-election. **(Resolution 3)**

Subject to his re-appointment, Prof. Low Teck Seng who is considered an independent director, will be re-appointed as Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee.
4. To approve the payment of Directors’ fees of S\$282,000 for the year ended 31 December 2009 (2008: S\$216,857). **(Resolution 4)**
5. To re-appoint Ernst & Young LLP as the Company’s Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

7. Authority to Allot and Issue New Shares

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

That pursuant to Section 161 of the Companies Act, Chapter 50 (“Companies Act”) and Rule 806 of the listing manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Listing Manual”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**shares**”) whether by way of rights or bonus; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and

NOTICE OF ANNUAL GENERAL MEETING

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

Provided that:

- (1) 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 fifty per cent. (50%) (or one hundred per cent. (100%), in the event of a pro-rata renounceable rights issue) of the total number of issued shares in the capital of the Company, excluding treasury shares, (as calculated in accordance with sub-paragraph (2) below) of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares, excluding treasury shares, shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
- (i) 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
- (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue to be 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) below]

(Resolution 6)

8. **Authority to Offer and Grant Options and to Allot and Issue New Shares in Accordance with the Provisions of the Share Plans**

That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the InnoTek Employees' Share Option Plan and/or the InnoTek Employees' Share Option Scheme II (collectively, the "**Share Plans**") and to allot and issue such number of shares as may be issued pursuant to the exercise of the options under the Share Plans, provided always that the aggregate number of shares to be issued pursuant to the Share Plans shall not exceed fifteen per cent. (15%) of the total number of issued shares in the capital of the Company, excluding treasury shares, from time to time.

[See Explanatory Note (ii) below]

(Resolution 7)

NOTICE OF ANNUAL GENERAL MEETING

9. Proposed Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as defined in item 9(c) below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined in item 9(c) below), whether by way of:
 - (i) market purchase(s) on the SGX-ST transacted through the Quest-ST trading system and/or any other securities exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
 - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next Annual General Meeting of the Company is held; and
 - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;
- (c) in this Resolution:

“**Average Closing Price**” means the average of the closing market prices of a Share over the five (5) consecutive trading days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) day period;

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

“**Maximum Percentage**” means that number of issued Shares representing ten per cent. (10%) of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

NOTICE OF ANNUAL GENERAL MEETING

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, one hundred and five per cent. (105%) of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share, one hundred and ten per cent. (110%) of the Average Closing Price of the Shares; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (iii) below]

(Resolution 8)

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 7 May 2010 for the preparation of dividend warrants. Duly completed transfers in respect of ordinary shares in the capital of the Company received by the Company’s Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place Singapore Land Tower #32-01, Singapore 048623, up to 5.00 p.m. 6 May 2010 will be registered to determine members’ entitlement to the proposed first and final dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with Shares in the Company as at 5.00 p.m. on 6 May 2010 will be entitled to the proposed first and final dividend.

The proposed first and final dividend, if approved at the Annual General Meeting to be held on 28 April 2010, will be paid on 26 May 2010.

By Order of the Board

Linda Sim Hwee Ai (Ms)
Company Secretary

Singapore, 13 April 2010

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting, to issue, or agree to issue shares and/or grant Instruments that might require shares to be issued on a pro rata basis to shareholders of the Company, up to an aggregate limit of fifty per cent. (50%), (or one hundred per cent. (100%), in the event of a pro-rata renounceable rights issue) of the total number of issued shares in the capital of the Company, excluding treasury shares, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company (calculated as described).
- (ii) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting until the next Annual General Meeting, to offer and grant options in accordance with the provisions of the Share Plans and to allot and issue shares as may be issued pursuant to the exercise of options under the Share Plans up to an aggregate limit of fifteen per cent. (15%) of the total number of issued shares in the capital of the Company, excluding treasury shares, from time to time (the “**15% Limit**”). The 15% Limit is calculated by including the shares which have already been allotted and issued pursuant to the exercise of options under the Share Plans.
- (iii) The Ordinary Resolution 8 proposed in item 9 above, is to renew the mandate to permit the Company to purchase or acquire issued shares in the capital of the Company on the terms and subject to the conditions of the Resolution.

The Company may use internal sources of funds, or a combination of internal resources and external borrowings, to finance the purchase or acquisition of its shares. The amount of funding required for the Company to purchase or acquire its shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of shares purchased or acquired and the price at which such shares were purchased or acquired and whether the shares purchased or acquired are held in treasury or cancelled.

The financial effects of the purchase or acquisition of such shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial accounts of the Company and its subsidiary for the financial year ended 31 December 2009, based on certain assumptions, are set out in paragraph 2.5 of the Letter to Shareholders dated 13 April 2010 on page 112 of the Annual Report.

Notes:

- 1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. 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 1 Finlayson Green #15-02, Singapore 049246, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.