

CIRCULAR DATED 12 APRIL 2012

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred your shares ("**Shares**") in the capital of InnoTek Limited (the "**Company**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred your Shares represented by physical share certificate(s), you should immediately forward this Circular and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of the statements made, opinions expressed or reports contained in this Circular.



INNOTEK LIMITED

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

CIRCULAR TO SHAREHOLDERS

in relation to:

PROPOSED DISPOSAL OF 55% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF MANSFIELD INDUSTRIAL CO. LTD. BY MANSFIELD MANUFACTURING COMPANY LIMITED, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	:	25 April 2012 at 10.00 a.m.
Date and time of the extraordinary general meeting (" EGM ")	:	27 April 2012 at 10.00 a.m. (or as soon as thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.30 a.m. on the same day and at the same venue)
Venue of the EGM	:	The Casuarina Suite A Level 3, Raffles Hotel 1 Beach Road Singapore 189673

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

“AGM”	:	The annual general meeting of the Company to be held on 27 April 2012 at 9.30 a.m.
“Board”	:	The board of directors of the Company as at the date of this Circular.
“CDP”	:	The Central Depository (Pte) Limited.
“Circular”	:	This circular to Shareholders dated 12 April 2012.
“Companies Act”	:	Companies Act, Chapter 50 of Singapore, as amended, modified or supplemented from time to time.
“Company”	:	InnoTek Limited.
“Completion”	:	Completion of the Disposal.
“Completion Date”	:	1 st Completion Date or 2 nd Completion Date, as the case may be.
“Consideration”	:	The aggregate consideration of HK\$55 million to be paid by the Purchaser for the Sale Shares.
“CPF”	:	Central Provident Fund.
“Dalian”	:	Dalian, Liaoning, in the PRC.
“Deposit”	:	Has the meaning ascribed to it in Section 2.3 of this Circular.
“Directors”	:	The directors of the Company as at the date of this Circular.
“Disposal”	:	The proposed disposal by Mansfield of the Sale Shares to the Purchaser on the terms and subject to the conditions set out in the SPA.
“EGM”	:	The extraordinary general meeting of the Company to be held on 27 April 2012 at 10.00 a.m. or immediately following the conclusion or adjournment of the AGM, to approve the resolution pertaining to the Disposal, notice of which is set out on page N-1 of this Circular.
“EPS”	:	Earnings per Share.
“FY”	:	Financial year ended or ending 31 December, as the case may be.
“Group”	:	The Company and its subsidiaries.
“Hong Kong SAR”	:	Hong Kong Special Administrative Region of the PRC.
“Latest Practicable Date”	:	30 March 2012, being the latest practicable date prior to the printing of this Circular.

“Listing Manual”	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time.
“Mansfield”	:	Mansfield Manufacturing Company Limited, a wholly-owned subsidiary of the Company, incorporated in Hong Kong SAR.
“Mansfield Dalian”	:	Mansfield Manufacturing (Dalian) Co. Ltd., a wholly-owned subsidiary of MICL, incorporated in the PRC.
“MICL”	:	Mansfield Industrial Co. Ltd., a wholly-owned subsidiary of Mansfield, incorporated in Hong Kong SAR.
“MICL Shares”	:	Ordinary shares in the capital of MICL.
“NTA”	:	Net tangible assets of the Company.
“NTA per Share”	:	Net tangible assets of the Company divided by the number of issued Shares.
“PRC”	:	The People’s Republic of China.
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular.
“Purchaser”	:	Mr Xia Lurong (otherwise known as Lawrence Xia).
“Register of Members”	:	Register of members of the Company.
“Sale Shares”	:	5,500,000 MICL Shares at HK\$1.00 each representing 55% of the total issued and paid-up share capital of MICL.
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the persons named as Depositors in the Depository Register maintained by CDP and whose Securities Accounts are credited with those Shares.
“Shares”	:	Ordinary shares in the capital of the Company.
“SPA”	:	The sale and purchase agreement dated 20 February 2012 between Mansfield and the Purchaser in relation to the proposed disposal by Mansfield of the Sale Shares to the Purchaser.
“1st Completion”	:	Has the meaning ascribed to it in Section 2.1(a) of this Circular.
“1st Completion Consideration”	:	Has the meaning ascribed to it in Section 2.1(a) of this Circular.

“1st Completion Date”	:	Has the meaning ascribed to it in Section 2.1(a) of this Circular.
“2nd Completion”	:	Has the meaning ascribed to it in Section 2.1(b) of this Circular.
“2nd Completion Consideration”	:	Has the meaning ascribed to it in Section 2.1(b) of this Circular.
“2nd Completion Date”	:	Has the meaning ascribed to it in Section 2.1(b) of this Circular.
“2nd Completion Shares”	:	Has the meaning ascribed to it in Section 2.1(b) of this Circular.

Currencies, Units and Others

“HK\$”	:	Hong Kong dollars, being the lawful currency of Hong Kong SAR.
“S\$” and “cents”	:	Singapore dollars and Singapore cents, respectively (unless otherwise stated), being the lawful currency of the Republic of Singapore.
“%”	:	Percentage or per centum.

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them by Section 130A of the Companies Act.

The term **“subsidiary”** shall have the meaning ascribed to it by Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or reenacted. Any term defined under the Companies Act or the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Circular shall be a reference to Singapore time and dates unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

References to persons shall, where applicable, include corporations and limited liability partnerships.

INNOTEK LIMITED

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

LETTER TO SHAREHOLDERS

Directors:

Robert S. Lette (Non-Executive Chairman)
Yong Kok Hoon (Executive Director)
Low Teck Seng (Non-Executive Director)
Peter Tan Boon Heng (Non-Executive Director)

Registered Office:

1 Finlayson Green #15-02
Singapore 049246

12 April 2012

To: The Shareholders of InnoTek Limited

Dear Sir/Madam

PROPOSED DISPOSAL OF 55% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF MANSFIELD INDUSTRIAL CO. LTD. BY MANSFIELD MANUFACTURING COMPANY LIMITED, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY

1. INTRODUCTION

- 1.1 On 21 February 2012, the Company announced that its wholly-owned subsidiary, Mansfield, had on 20 February 2012 entered into the SPA with the Purchaser for the sale by Mansfield to the Purchaser of the Sale Shares for an aggregate cash consideration of HK\$55 million, upon the terms and subject to the conditions of the SPA. Following the completion of the Disposal, the Company will cease to have any interest in MICL.
- 1.2 As stated in Section 7 of this Circular, the relative figure computed in accordance with Rule 1006(b) of the Listing Manual in respect of the Disposal exceeds 20%. Accordingly, the Disposal constitutes a "Major Transaction" under Rule 1014(1) of the Listing Manual, and is subject to the approval of Shareholders at the EGM.
- 1.3 The purpose of this Circular is to provide Shareholders with the relevant information relating to the Disposal, and to seek Shareholders' approval of the Disposal at the EGM, notice of which is set out on page N-1 of this Circular.
- 1.4 The SGX-ST assumes no responsibility for the correctness of the statements made, opinions expressed or reports contained in this Circular.

2. SALIENT TERMS OF THE DISPOSAL

2.1 Sale and Purchase of the Sale Shares

Pursuant to the SPA, the Sale Shares will be sold in two tranches free of any encumbrances and with all rights attaching to them after the respective Completion Dates, in the manner described below. The sale of the Sale Shares has been structured in two tranches to give the Purchaser time to raise the necessary funds for payment of the Consideration.

(a) First Completion

Completion of the first tranche of the Sale Shares comprising 3,600,000 MICL Shares (the “**1st Completion**”) is to take place on or before 30 April 2012 (the “**1st Completion Date**”) upon payment by the Purchaser of HK\$36 million (being 65% of the Consideration) (the “**1st Completion Consideration**”).

(b) Second Completion

The second and final completion (the “**2nd Completion**”) is to take place on or before 31 December 2014 (the “**2nd Completion Date**”) in respect of the remaining 1,900,000 MICL Shares (the “**2nd Completion Shares**”) subject to the payment by the Purchaser of the remaining consideration of HK\$19 million (being 35% of the Consideration) (the “**2nd Completion Consideration**”) in the manner described below.

Under the SPA, the Purchaser has undertaken to make advance payment of the 2nd Completion Consideration in the amounts on or before the dates set out below:

Date	Advance Payment Consideration
On or before 31 March 2013	HK\$9 million
On or before 31 March 2014	HK\$5 million
On or before 31 December 2014	HK\$5 million

If any of the above advance payments are not made on or before the dates as set out above, a late interest at a rate of 5% per annum will be chargeable on the full amount of the relevant advance payment until such amounts are fully paid up by the Purchaser.

Further, if the Purchaser fails to make full payment of the 2nd Completion Consideration by the 2nd Completion Date, Mansfield shall not be obliged to complete the transfer of the 2nd Completion Shares to the Purchaser.

2.2 Condition Precedent

The Completion is subject to the passing of a resolution by the Shareholders at the EGM approving the Disposal.

2.3 Deposit

Upon signing of the SPA, the Purchaser had paid a deposit of HK\$5 million (“**Deposit**”) to Mansfield as security for the performance of his obligations under the SPA and such Deposit will be applied towards the 1st Completion Consideration.

In the event that the 1st Completion does not occur, Mansfield may terminate the SPA and keep the Deposit. However, if Mansfield without reason and with no fault attributable to the Purchaser, decides not to proceed with the 1st Completion despite the Purchaser having fulfilled its obligations under the SPA in respect of the 1st Completion, the Deposit shall be repaid without interest. In addition, Mansfield will also have to pay to the Purchaser damages of HK\$5 million.

2.4 Other Salient Terms of the SPA

It is also provided, amongst other things, in the SPA that:

- (a) as soon as reasonably practicable on or after the 1st Completion Date, the Purchaser, MICL and its affiliates shall immediately cease to use the name of “Mansfield”, save for

Mansfield Dalian which may continue to use “Mansfield” in its name up to 31 December 2013 (the “**Transitional Period**”). In respect of such use of the “Mansfield” name by Mansfield Dalian during the Transitional Period, the Purchaser had irrevocably undertaken to fully indemnify Mansfield and its affiliates in the event that there are any claims, losses and damages arising out of such use of the name;

- (b) prior to the 2nd Completion, each of the Purchaser and Mansfield shall exercise their respective voting rights and control over MICL and Mansfield Dalian to ensure that no resolution, action or inaction is made or taken that would be prejudicial to the interest of Mansfield; and
- (c) prior to the 2nd Completion, the Purchaser shall not dispose of any or all of his beneficial or legal interest in MICL Shares held by him without the written consent of Mansfield.

As Mansfield Dalian has established its name in the PRC in relation to its business, any change of name upon the 1st Completion Date may affect Mansfield Dalian’s existing business and relationships with its existing customers and suppliers. The Transitional Period is therefore intended to give the Purchaser some time to establish its own name for the business.

3. PURCHASE CONSIDERATION

The purchase consideration of HK\$55 million which was arrived at on a “willing buyer, willing seller” basis, takes into consideration:

- (a) the net asset value of MICL at the time of negotiations in May 2011 between Mansfield and the Purchaser; and
- (b) the expected deterioration in the financial performance of MICL in FY2011 compared to FY2010.

The Consideration is at a discount of approximately 6.5% to the audited net asset value of MICL as at 31 December 2011.

The financial performances of MICL for FY2010 and FY2011 based on its audited financial statements for the respective financial periods are set out as follows:

	FY2010	FY2011
Turnover (HK\$’000)	187,342	124,144
Profit (HK\$’000)	25,594	10,116
% of profit against turnover	13.7%	8.11%

As shown in the above table, turnover and profits of MICL have decreased in FY2011 from FY2010.

The gain arising from the Disposal was approximately HK\$364,000 (approximately S\$59,000 based on the illustrative exchange rate of HK\$1 : S\$0.162) based on the audited financial statements of the Group as at 31 December 2011.

4. INFORMATION ON MICL

4.1 Incorporation and business of MICL and Mansfield Dalian

MICL was incorporated on 9 June 2006 in Hong Kong SAR and carries on the business of metal stamping and die making in the PRC. It is the holding company of Mansfield Dalian, which was incorporated on 21 August 2006 in the PRC. Mansfield Dalian is the only subsidiary of MICL and carries on the business of metal stamping, sub-assembly of stamped components and die making. The main manufacturing facility is located in Dalian and the main products manufactured are audio and video components such as liquid crystal display television stands and television metal frames.

4.2 Issued Share Capital of MICL

As at the Latest Practicable Date, MICL has an issued and paid-up ordinary share capital of HK\$10 million comprising 10,000,000 MICL Shares, of which 5,500,000 MICL Shares are held by Mansfield and the remaining 4,500,000 MICL Shares are held by the Purchaser.

Upon the 1st Completion taking place, MICL and Mansfield Dalian will cease to be subsidiaries of the Company and upon the 2nd Completion taking place, Mansfield will cease to have any interest in MICL and Mansfield Dalian.

5. RATIONALE FOR THE DISPOSAL AND USE OF PROCEEDS

5.1 Rationale

The core business carried out by the Group is that of metal stamping, sub-assembly and sale of stamped components, and tool and die making. In addition, the Group's business also involves investment holding. In the Group's core business, it is essential to maintain a high volume of sales and rely on mass production to achieve high profit margins. Historically, MICL has relied mainly on one single key customer in the consumer electronics sector. However, MICL's volume of sales and the gross margin of its key customer have fallen significantly in the past year and are expected to fall further in the future.

The machinery and equipment used in MICL's manufacturing facility in Dalian caters mainly to its key customer. In order to expand its existing business or diversify into other businesses to generate significantly higher revenues in order to achieve economies of scale and desired profit levels, MICL's manufacturing facility would require more capital investments.

In this regard, the Board is of the view that the growth prospects of MICL's business is limited unless substantial capital is injected. It is therefore in the long term interest of the Group to dispose of the Sale Shares so that it could focus its resources on expanding Mansfield's core business in the PRC and entering into other new businesses such as cold forging for the mobile telecommunications industry. Following the Disposal, the Group's core business remains as metal stamping, sub-assembly and sale of stamped components, and tool and die making.

The proceeds from the Disposal will strengthen the Group's liquidity and cash position and provide it with added financial flexibility to pursue its growth plans.

5.2 Use of Proceeds

The proceeds from the Disposal will be applied towards expanding Mansfield's business activities as mentioned above and for other general working capital purposes.

6. FINANCIAL EFFECTS

6.1 Financial Effects of the Disposal

The proforma financial effects of the Disposal set out below are theoretical in nature and are for illustrative purposes only. They do not reflect the future financial results or position of the Company after Completion.

The following proforma financial effects have been prepared based on the latest audited consolidated financial statements of the Company for FY2011.

(a) Earnings

Assuming that the Disposal had been effected on 1 January 2011, the proforma financial effect of the Disposal on the EPS for FY2011 is as follows:

	Before the Disposal	FY2011 (Proforma) After the Disposal
Profits attributable to Shareholders (S\$'000)	536	(9) ⁽¹⁾
Weighted average number of Shares ('000)	226,481	226,481
EPS (cents)	0.24	—

Note:

- (1) The proforma loss attributable to Shareholders of S\$545,000 after the Disposal arises from the gain of S\$363,001 or 0.1 cents per Share less profits of S\$908,000 or 0.4 cents per Share attributable to MICL for FY2011, assuming that Completion had taken place on 1 January 2011.

(b) Net Tangible Asset

Assuming that Completion had taken place on 31 December 2011, the proforma financial effect of the Disposal on the NTA per Share as at the end of FY2011 is as follows:

	As at 31 December 2011 Before the Disposal	(Proforma) After the Disposal
NTA (S\$'000)	190,435	189,822
Number of Shares ('000)	225,233	225,233
NTA per Share (cents)	84.6	84.3

6.2 Net Asset Value and Net Profits

The net asset value of the Sale Shares was HK\$58.9 million (approximately S\$9.9 million) based on the audited balance sheet of the Company as at 31 December 2011 and the net profits attributable to the Sale Shares were HK\$6.4 million (approximately S\$1 million) for FY2011.

7. RELATIVE FIGURES ON THE BASES SET OUT IN RULE 1006 OF THE LISTING MANUAL

Rule 1014(1) of the Listing Manual provides that where any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceeds 20%, the transaction is classified as a “Major Transaction”.

The relative figures for the Disposal computed on the bases set out in Rule 1006 of the Listing Manual, based on the audited consolidated financial statements of the Company for FY2011 are as follows:

Rule 1006(a) – The net asset value of assets being disposed of compared with the net asset value of the Group ⁽¹⁾	4.9%
Rule 1006(b) – The net profits attributable to the assets disposed compared with the Group’s net profits ⁽²⁾	32.8%
Rule 1006(c) – The aggregate value of the consideration given for the assets compared with the Company’s market capitalisation	8.6% ⁽³⁾
Rule 1006(d) – The number of equity securities issued by the Company as consideration for the Disposal compared with the number of equity securities of the Company previously in issue	Not Applicable

Notes:

- (1) The audited net asset value of the Group was S\$200,479,252 as at 31 December 2011.
- (2) The audited Group’s net profits were S\$3,181,109 for FY2011.
- (3) This figure is computed based on the Consideration of approximately S\$8,910,000 (based on the illustrative exchange rate of HK\$1 : S\$0.162 as at 31 January 2012). The Company has a market capitalisation of approximately S\$101,355,043 based on the weighted average price of S\$0.45 on 17 February 2012 (being the market day immediately preceding the date of the SPA) and 225,233,428 Shares (excluding treasury Shares).

As the relative figure computed in accordance with Rule 1006(b) of the Listing Manual exceeds 20%, the Disposal would constitute a “Major Transaction” under Rule 1014(1) of the Listing Manual.

Accordingly, the Disposal is subject to the approval of Shareholders at the EGM.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and substantial Shareholders (being persons whose total votes attached to his Share or Shares in the Company is not less than 5% of the total votes of all the voting Shares) of the Company as at the Latest Practicable Date are set out below:

Name	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Directors				
Robert S Lette	40,000	0.02	—	—
Yong Kok Hoon	1,040,000	0.46	—	—
Low Teck Seng ⁽¹⁾	100,000	0.04	120,000	0.05
Substantial Shareholders				
Advantec Holding SA ⁽²⁾	—	—	83,382,300	37.23
Trustee of Chandaria Trust I ⁽³⁾	—	—	83,832,300	37.43
Gazelle Capital Pte. Ltd. ⁽⁴⁾	—	—	13,542,000	6.05
Lim Teck-Ean ⁽⁵⁾	—	—	13,542,000	6.05
Lim Su-Lynn ⁽⁶⁾	—	—	13,542,000	6.05

Notes:

- (1) Low Teck Seng is deemed to be interested in 120,000 Shares held through his wife, Ang Gek Hoon Ann.
- (2) Advantec Holding SA is deemed to be interested in 83,382,300 Shares held through the following:
 - (i) HSBC (Singapore) Nominees Pte Ltd in respect of 63,382,300 Shares; and
 - (ii) UOB Bank Nominees Pte Ltd in respect of 20,000,000 Shares.
- (3) Trustee of Chandaria Trust I is deemed to be interested in 83,382,300 Shares held by Advantec Holding SA as well as a further 450,000 Shares held by Metchem Engineering SA, both of which are wholly-owned by the Chandaria Trust I.
- (4) Gazelle Capital Pte. Ltd. is deemed to be interested in 13,542,000 Shares held through the following:
 - (i) OCBC Securities Private Ltd in respect of 2,900,000 Shares;
 - (ii) Maybank Kim Eng Securities Pte. Ltd in respect of 5,000,000 Shares;
 - (iii) UOB Kay Hian Pte. Ltd. in respect of 1,642,000 Shares; and
 - (iv) Hong Leong Finance Limited in respect of 4,000,000 Shares.
- (5) Lim Teck-Ean is deemed to be interested in 13,542,000 Shares held by Gazelle Capital Pte. Ltd.
- (6) Lim Su-Lynn is deemed to be interested in 13,542,000 Shares held by Gazelle Capital Pte. Ltd.

None of the Directors have any interest, direct or indirect, in the Disposal.

9. DIRECTORS' RECOMMENDATION

Having considered the terms of the SPA and the rationale for the Disposal and all relevant information set out in this Circular, the Board is of the view that the Disposal is in the best interests of the Shareholders and the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the Disposal to be proposed at the EGM as set out in the Notice of EGM at page N-1.

10. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

11. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page N-1 of this Circular, will be held at The Casuarina Suite A, Level 3, Raffles Hotel, 1 Beach Road, Singapore 189673 on 27 April 2012 at 10.00 a.m. (or as soon as thereafter following the conclusion or adjournment of the AGM) for the purpose of considering and, if thought fit, passing with or without modification, the ordinary resolution set out in the Notice of EGM.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM may appoint a proxy/proxies to attend and vote on their behalf, by completing, signing and returning the Proxy Form attached to this Circular, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the office of the Company at 1 Finlayson Green, #15-02, Singapore 049246 at least 48 hours before the time fixed for the EGM.

A Depositor shall not be entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP, 48 hours before the EGM.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at 1 Finlayson Green, #15-02, Singapore 049246, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the SPA; and
- (b) the annual reports of the Company for FY2009, FY2010 and FY2011.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information contained in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

Yours faithfully,
For and on behalf of
the Board of Directors

Robert S. Lette
Chairman

INNOTEK LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of InnoTek Limited (the “**Company**”) will be held at The Casuarina Suite A, Level 3, Raffles Hotel, 1 Beach Road, Singapore 189673 on 27 April 2012 at 10.00 a.m. (or as soon as thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION

That:

- (a) approval be and is hereby given for the disposal of 55% of the total issued and paid-up share capital of Mansfield Industrial Co. Ltd. by Mansfield Manufacturing Company Limited, the Company’s wholly-owned subsidiary (“**Mansfield**”), to Mr Xia Lurong (the “**Purchaser**”), for an aggregate cash consideration of HK\$55 million and upon the terms of the sale and purchase agreement dated 20 February 2012 (the “**SPA**”) between Mansfield and the Purchaser (the “**Disposal**”); and
- (b) the directors of the Company (“**Directors**”) be and are hereby authorised to take such steps, approve all matters, enter into such transactions, arrangement and agreement and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to or facilitating the Disposal with full power to assent to any condition, amendment, alteration, modification or variation, including to the SPA as may be required or as such Directors or any of them may deem fit or expedient or to give effect to this Resolution.

BY ORDER OF THE BOARD

Linda Sim Hwee Ai
Company Secretary

12 April 2012

Notes:

- 1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two 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 48 hours before the time appointed for holding the EGM.

INNOTEK LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 199508431Z)

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____

Of _____

being a member/members of InnoTek Limited (the “Company”), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%
(a)				
and/or (delete as appropriate)				
(b)				

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the extraordinary general meeting (“EGM”) of the Company to be held at The Casuarina Suite A, Level 3, Raffles Hotel, 1 Beach Road, Singapore 189673 on 27 April 2012 at 10.00 a.m. (or as soon as thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.30 a.m. on the same day and at the same place) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote “For” or “Against” with a tick [✓] within the box provided.)

Ordinary Resolution	To be used on a show of hands		To be used in the event of a poll	
	“For”	“Against”	Number of Votes For*	Number of Votes Against*
Approval of the Disposal				

* If you wish to exercise all your votes “For” or “Against”, please indicate with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2012.

Total Number of:	No. of Shares:
(a) Shares in CDP register	
(b) Register of Members	

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

*Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of shares of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**")), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. This instrument appointing a proxy or proxies must be deposited at the Registered office of the Company at 1 Finlayson Green, #15-02, Singapore 049246 not less than 48 hours before the time appointed for the EGM.
5. The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
6. A body corporate which is a member may authorise by resolution of its directors or other governing body such persons as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company.