



## ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)

(Co. Reg. No. 200609901H)

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at Antica 1, Level 2, Orchard Parade Hotel, 1 Tanglin Road, Singapore 247905 on Tuesday, 30 October 2012 at 11.00 a.m. for the following purposes:

### As Ordinary Business

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 30 June 2012 together with the Auditor's Report thereon. Resolution 1
- To re-elect Ir. Heng Aik Koon, a Director retiring by rotation pursuant to Article 91 of the Company's Articles of Association. [See Explanatory Note 1] Resolution 2
- To re-elect Dr Lam Lee G., a Director retiring by rotation pursuant to Article 91 of the Company's Articles of Association. [See Explanatory Note 2] Resolution 3
- To note the retirement of Mr Michael Chu Siu Yin, a Director retiring by rotation pursuant to Article 91 of the Company's Articles of Association, who will not be seeking re-appointment. [See Explanatory Note 3]
- To approve payment of Directors' Fees of S\$220,000 for the financial year ending 30 June 2013, subject to be made quarterly in arrears. Resolution 4
- To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditor of the Company for the financial year ending 30 June 2013 and to authorise the Directors to fix their remuneration. Resolution 5

### As Special Business

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution, with or without amendments.

#### 7. "SHARE ISSUE MANDATE"

That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of Section B of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited (the "SGX-ST") authority be and is hereby given to the Directors of the Company to allot and issue shares whether by way of rights, bonus or otherwise and 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) options, warrants, debentures or other Instruments convertible into shares, from time to 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, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

- 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) shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (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 (a) above, the percentage of issued share capital shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing of this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments; (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- 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
- unless previously revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or on the date by which the next AGM is required by law to be held, whichever is earlier." Resolution 6

- To transact any other business that may properly be transacted at an Annual General Meeting.

By Order of the Board  
Yap Wai Ming / Lean Min-Tze  
Joint Company Secretaries  
Singapore, 12 October 2012

### Explanatory Notes

- Resolution 2** – Ir. Heng Aik Koon, upon re-election as a Director of the Company, remain as Executive Director of the Company.
- Resolution 3** – Dr Lam Lee G., upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and members of the Audit Committee and Remuneration Committee and is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- Mr Michael Chu Siu Yin will retire as a Director of the Company at the conclusion of the Annual General Meeting.
- Resolution 6** is to empower the Directors to issue shares and/or Instruments (as defined above) in the capital of the Company. The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company with a sub-limit of 50% for shares issued other than on a pro-rata basis to shareholders (including shares to be issued in pursuance of Instruments made or granted pursuant to the said Resolution). For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued share capital will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of the Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments; (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

### Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint not more than two proxies to attend in his stead. A proxy need not be a member of the Company.
- A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
- The instrument appointing a proxy must be deposited at the Office of the Share Registrar of the Company, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758 not less than 48 hours before the time appointed for holding of the Annual General Meeting.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this notice.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr. Yap Lian Seng.*

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