



EUROPTRONIC GROUP LTD

(Incorporated in Singapore)
(Co. Reg. No. 200009775K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Europrotonic Group Ltd (the "Company") will be held at The Conference Room, 80 Marine Parade Road #16-06, Parkway Parade, Singapore 449269 on Monday, 26 April 2010 at 9.30 am for the following purposes:

AS ORDINARY BUSINESS

- 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)**
- To re-elect the following Directors retiring by rotation pursuant to Articles 88 & 89 of the Company's Articles of Association:
Mr. Chan Sze Ming (retiring under Article 88) **(Resolution 2)**
Mr. Huang Chien Hung (retiring under Article 88) **(Resolution 3)**
Mrs. Huang Chuang Shueh-Ou (retiring under Article 89) **(Resolution 4)**
Mr. Lim Lee Meng (retiring under Article 89) **(Resolution 5)**
Mr. Lim Lee Meng will, upon re-election as a Director of the Company, remain Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Mr Lim will also remain as a member of the Nominating and Remuneration Committees
- To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr. Chiu Jin Yi Cheyne, be re-appointed a Director of the Company to hold office until the next Annual General Meeting." [See Explanatory Note (i)] **(Resolution 6)**
Mr. Chiu Jin Yi Cheyne will, upon re-appointment as a Director of the Company, remain a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Mr. Chiu will also remain as Chairman of the Nominating and Remuneration Committees.
- To approve the payment of Directors' fees of S\$105,000 for the year ended 31 December 2009 (2008: S\$105,000). **(Resolution 7)**
- To re-appoint Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
- for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities;
 - new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities;
- the fifty percent (50%) limit in sub-paragraph (a) above may be increased to one hundred percent (100%) for issues of Shares and/or Instruments by way of a renounceable rights issue where shareholders of the Company are entitled to participate in the same on a pro-rata basis. [See Explanatory Note (ii)] **(Resolution 9)**

8. Discount for Non Pro-rata Share Issue

- That subject to and conditional upon the passing of Ordinary Resolution 9 above, approval be and is hereby given to the Directors of the Company at any time to issue, other than on a pro-rata basis to shareholders of the Company, Shares (excluding convertible securities), at an issue price for each Share which shall be determined by the Directors of the Company in their absolute discretion provided that such price shall not represent a discount of more than twenty percent (20%) to the weighted average price of a Share for trades done on the SGX-ST (as determined in accordance with the requirements of SGX-ST); and
- That (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 (iii)] **(Resolution 10)**

9. Authority to allot and issue shares under the Europrotonic Employees' Share Option Scheme and Europrotonic Performance Share Scheme

That authority be and is hereby given to the Directors of the Company 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 Europrotonic Employees' Share Option Scheme ("ESOS"), and/or the vesting of awards under the Europrotonic Performance Share Scheme ("EPSS") respectively provided that the aggregate number of shares to be issued pursuant to the ESOS and EPSS does not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. [See Explanatory Note (iv)] **(Resolution 11)**

10. Renewal of the Share Buy-Back Mandate (To be voted on by taking of a poll)

- THAT:
- for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) (the "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 Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - market purchase(s) (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - off-market purchase(s) (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");
 - unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Ordinary Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company is held or is required by law to be held; or
 - the date on which the Share purchases are carried out in full to the Prescribed Limit mandated;
 - in this Ordinary Resolution:

"Prescribed Limit" means that number of issued Shares representing ten per cent. (10%) of the total number of issued Shares (excluding Shares held as treasury shares) as at the date of the passing of this Ordinary Resolution unless the Company has effected a reduction of the total number of issued Shares of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any Shares which are held as treasury shares as at that date); and

"Relevant Period" means the period commencing from the date of the extraordinary general meeting at which the renewal of the Share Buy-Back Mandate is approved and thereafter, expiring on the date on which the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution; and

"Maximum Price" in relation to a Share to be purchased or acquired, whether by Market Purchases or Off-Market Purchases, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding one hundred and five per cent. (105%) of the Average Closing Price of the Shares;

where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) consecutive market days on which transactions in the Shares were recorded on the SGX-ST 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 for any corporate action that occurs after the relevant five (5) day period; and

"date of the making of the offer" means the date on which the Company announces its intention to make 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;
 - the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permissible under the Act; and
 - 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 by this Ordinary Resolution. [See Explanatory Note (v)] **(Resolution 12)**

11. Renewal of the Disposal Mandate

- That:
- the Company be and is hereby authorised to dispose of, in whole or in part, the interests held by the Group, in Eucon Holding Limited from time to time (whether by way of market disposal and/or private placement) on the terms and subject to the conditions set out in Appendix II of this Notice to shareholders dated 9 April 2010 and this disposal mandate shall, unless revoked or varied by the Company in a general meeting, continue in force up to the earliest of (a) twelve (12) months from the date of such approval; or (b) the date of the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; or (c) the date on which the disposal is carried out to the full extent mandated under the disposal mandate; and
 - any Director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary, desirable or expedient to give effect to the disposal and/or this Ordinary Resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modification to any document and affix the Common Seal of the Company to any such documents (if required). [See Explanatory Note (vi)] **(Resolution 13)**

By Order of the Board

Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries

Singapore

9 April 2010

Explanatory Notes:

- The effect of the Ordinary Resolution 4 proposed in item 3 above, is to re-appoint a Director who is over 70 years of age.
- The Ordinary Resolution 9 proposed in item 7 above, 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 up to an amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis.
This increased limit of up to one hundred percent (100%) (referred to in sub-paragraph (d)) for renounceable pro-rata rights issue will be effective up to 31 December 2010 pursuant to SGX-ST's news release of 19 February 2009. The increased limit is subject to the condition that the Company makes periodic announcements on the use of the proceeds as and when the funds are materially disbursed and, provides a status report on the use of proceeds in the annual report.
- The Ordinary Resolution 10 proposed in item 8 above, if passed, will empower Directors to issue, on a non pro-rata basis, new Shares (excluding convertible securities) at a discount of not more than twenty percent (20%) to the weighted average market price of the Company's shares, determined in accordance with the requirements of SGX-ST. The discount in issue price of non pro-rata new Share issue is one of the interim measures announced by the SGX to accelerate and facilitate listed issuers fund-raising efforts and will be in effect until 31 December 2010.
- The Ordinary Resolution 11 proposed in item 9 above, if passed, will empower the Directors to allot and issue shares in the Company pursuant to the exercise of options under the Europrotonic Employees' Share Option Scheme ("ESOS") and/or vesting of awards under the Europrotonic Performance Share Scheme ("EPSS"), provided that the aggregate number of shares to be issued pursuant to the ESOS and EPSS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. The ESOS and EPSS were approved by shareholders at Extraordinary General Meetings of the Company held on 18 February 2002 and 26 April 2005 respectively.
- The Ordinary Resolution 12 proposed in item 10 above, if passed, will empower the Directors of the Company to buy-back issued ordinary shares of the Company from time to time (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) of up to ten per cent. (10%) of the issued ordinary shares in the capital of the Company (excluding treasury shares) at the prices of up to but not exceeding the Maximum Price, being in accordance with the terms and subject to the conditions set out in the Appendix I of this Notice to shareholders dated 9 April 2010, the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited. This authority will, unless revoked or varied at a general meeting, continue in force until (a) the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; or (b) the date on which the share buy-backs is fulfilled up to the full extent of the Share Buy-Back Mandate.
- The Ordinary Resolution 13 proposed in item 11 above, if passed, will empower the Company to dispose of, in whole or in part, the interests held by the Group in Eucon Holding Limited from time to time (whether by way of market disposal and/or private placement), being in accordance with the terms and subject to the conditions set out in the Appendix II of this Notice to shareholders dated 9 April 2010, the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited. This authority will, unless revoked or varied at a general meeting, continue in force up to the earliest of (a) twelve (12) months from the date of such approval; or (b) the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; or (c) the date on which the disposal is carried out to the full extent mandated under the disposal mandate.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "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.
- 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 80 Marine Parade Road #16-06, Parkway Parade, Singapore 449269, not less than forty-eight (48) hours before the time appointed for holding the Meeting.