



SINOTEL TECHNOLOGIES LTD.

(Company Registration Number 200614275R)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SINOTEL TECHNOLOGIES LTD. (the "Company") will be held at Kempas Room, Crowne Plaza Hotel, Changi Airport, 75 Airport Boulevard, #01-01, Singapore 819664 on Friday, 30 April 2010 at 10 a.m., for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2009 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payments of Dividend of S\$149,400 for the financial year ending 31 December 2010, to be paid quarterly in arrears. **(Resolution 2)**
- To re-elect Mr Pan Liang retiring pursuant to Article 107 of the Company's Articles of Association. **(Resolution 3)**
- To re-elect Mr Alfred Cheong Keng Chuan retiring pursuant to Article 107 of the Company's Articles of Association. **(Resolution 4)**
(see explanatory note 1)
- To re-elect Ms Lo Fui Chu retiring pursuant to Article 117 of the Company's Articles of Association. **(Resolution 5)**
- To re-appoint Mr Cao Gui Xing retiring pursuant to Section 153 of the Companies Act, Cap. 50. (see explanatory note 2) **(Resolution 6)**
- To re-appoint Messrs Baker Tilly TFWLCL as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:-

- That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act"), and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:
(a) (i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); 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 warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force):
(i) issue additional Instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors of the Company while this Resolution was in force; and
(ii) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force or such additional Instruments in (b)(i) above,
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 50% of the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a *pro rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares, if any) (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, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this Resolution, after adjusting for:
(a) new Shares arising from the conversion or exercise of any convertible securities;
(b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares;
(3) the 50% limit in sub-paragraph (1) above may be increased to 100% for the Company to undertake *pro-rata* renounceable rights issues;
(4) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
(5) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the date by which the next AGM is required by law to be held, whichever is earlier."
(see explanatory note 3)

- That subject to and pursuant to the share issue mandate in resolution 8 above being obtained, authority be and is hereby given to the Directors of the Company to issue new Shares other than on a *pro rata* basis to shareholders of the Company at an issue price per new Share which shall be determined by the Directors of the Company in their absolute discretion provided that such price shall not represent more than 20% discount for new Shares to the weighted average price per Share determined in accordance with the requirements of the SGX-ST. (see explanatory note 4) **(Resolution 9)**

- That:
(a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire 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:
(i) market purchase (each a "Market Purchase") on the SGX-ST; and/or
(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,
and otherwise in accordance with all other provisions of the Companies Act and the Listing Manual of the SGX-ST as may for the time being be applicable (the "Share Buy Back Mandate");
(b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
(c) 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 Resolution and expiring on the earlier of:
(i) the date on which the next AGM of the Company is held or is required by law to be held;
(ii) the date on which the share buy back is carried out to the full extent mandated; or
(iii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked;
(d) for purposes of this Resolution:
"Prescribed Limit" means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the company as altered (excluding any treasury shares that may be held by the Company from time to time);
"Relevant Period" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and
"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:
(i) in the case of a Market Purchase: 105% of the Average Closing Price; and
(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:
"Average Closing Price" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;
"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
"market day" means a day on which the SGX-ST is open for trading in securities,
(e) any of the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.
(see explanatory note 5)

- That the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the Performance Share Scheme (the "Scheme") and to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of Awards under the Scheme, provided that the aggregate number of shares to be allotted and issued pursuant to the Scheme shall not exceed 15% of the total issued share capital of the Company from time to time. (see explanatory note 6) **(Resolution 10)**

- To transact any other business that may be properly transacted at an Annual General Meeting. **(Resolution 11)**

BY ORDER OF THE BOARD

Wee Woon Hong
Lee Hock Heng
Company Secretaries

15 April 2010
Singapore

Explanatory Notes

- Mr Alfred Cheong Keng Chuan will, upon re-election as a Director of the Company, remain as the Chairman of Audit Committee and member of Remuneration and Nominating Committees of the Company, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- Mr Cao Gui Xing will, upon re-appointment as a Director of the Company, remain as the Chairman of Nominating Committee and member of Audit and Remuneration Committees of the Company, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company to issue shares up to 50% of the Company's issued share capital, with an aggregate sub-limit of 20% of the Company's share capital for any issue of shares not made on a *pro rata* basis to shareholders of the Company. The 50% limit referred to in the preceding sentence may be increased to 100% for the Company to undertake *pro rata* renounceable rights issues from the date of the Annual General Meeting until 31 December 2010 or such timeline as may be prescribed by the SGX-ST.
- The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company to issue new shares from the date of the Annual General Meeting until 31 December 2010 or such timeline as may be prescribed by the SGX-ST (other than on a *pro rata* basis to shareholders of the Company) at an issue price of up to 20% discount to the weighted average price per share.
- The Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting until the date the next Annual General Meeting is to be held or is required by law to be held, whichever is the earlier, to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 10% of the total number of issued shares excluding any shares which are held as treasury shares of the Company at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of shares by the Company pursuant to the Share Buy Back Mandate are set out in greater detail in the Addendum accompanying this Notice.
- The Ordinary Resolution 11 proposed in item 11 above, if passed, will empower the Directors of the Company to offer and grant awards and to issue and allot shares in the capital of the Company pursuant to the Performance Share Scheme (the "Scheme"). The grant of awards under the Scheme will be made in accordance with the provisions of the Scheme. The aggregate number of shares which may be issued pursuant to the Scheme is limited to 15% of the total number of issued shares in the capital of the Company.

Notes:

- A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 133 Cecil Street #11-03 Keck Seng Tower Singapore 069535, not less than 48 hours before the time appointed for holding the above Meeting.