

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of Meiban Group Ltd will be held at Roxy 3, Level 4, Grand Mercure Roxy Hotel, 50 East Coast Road, Roxy Square – Marine Parade, Singapore 428769 on 15 April 2010 at 10.30 a.m. to transact the following business:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Accounts for the year ended 31 December 2009.
- To declare a final dividend of 1 cent per ordinary share (one-tier tax exempt) for the year ended 31 December 2009.
- To declare a special dividend of 1 cent per ordinary share (one-tier tax exempt) for the year ended 31 December 2009.
- To approve the payment of S\$231,000 as Directors' Fees for the year ended 31 December 2009 (2008: S\$203,000).
- To re-elect Mr Sitoh Yih Pin, a Director retiring pursuant to Article 95 of the Company's Articles of Association.
- To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution :-

7. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 and the listing rules, guidelines and measures issued by of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:-

- issue shares in the Company (whether by way of rights, bonus or otherwise);
- make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively "**Instruments**") including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares;
- issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues not withstanding that this mandate may have ceased to be in force at the time the Instrument are issued; and
- issue shares in pursuance of any Instrument made or granted by the Directors pursuant to (ii) and (iii) above,

at any 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, (notwithstanding that the authority conferred by this Resolution may have ceased to be 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) does not exceed 50 per cent of the issued shares of the Company excluding treasury shares, of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the issued shares of the Company excluding treasury shares;
- subject to such manner of calculation as may be prescribed by the SGX-ST, for the purposes of determining the aggregate number of shares that may be issued under (i) above, the percentage of shares shall be based on the total number of issued shares of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for (i) new shares arising upon the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting at the time that this Resolution is passed, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and (ii) any subsequent bonus issue, consolidation or sub-division of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Articles of Association; and
- the 50% limit in (1) above may be increased to 100% for the Company to undertake pro-rata renounceable rights issues,

and unless revoked or varied by the Company in General Meeting, such authority 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.

8. Authority to issue shares (other than on a pro-rata basis) with a maximum discount of 20%

That subject to and pursuant to the share issue mandate in Resolution 7 above being obtained, authority be and is hereby given to the Directors to issue new shares in the capital of the Company 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 in their absolute discretion provided that such price shall not represent more than a 20% discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST. (See Explanatory Note 2)

9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Lee Pih Peng
Company Secretary
Singapore
30 March 2010

Explanatory Notes on Ordinary and Special Business to be Transacted:-

- The Ordinary Resolution proposed in item 7 above, if passed, is to enable the Directors to issue further shares in the capital of the Company and to make or grant convertible securities convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding 50 per cent of the issued shares of the Company of which up to 20 per cent of the total number of issued shares may be issued other than on a *pro rata* basis to existing shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of shares shall be based on the issued shares of the Company at the time this Resolution is passed, after adjusting for (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Resolution is passed; and (2) any subsequent bonus issue, consolidation or sub-division of shares. This authority will, unless revoked or varied at a General Meeting, expire at the next Annual General Meeting of the Company.

The limit of up to one hundred per cent (100%) for renounceable pro rata rights issues is pursuant to the SGX-ST's news release of 19 February 2009 which aims to accelerate and facilitate the fund raising efforts of listed issuers. It took effect on 20 February 2009 and will be in effect until 31 December 2010 (or such other date as may be determined by the SGX-ST).

- Contingent on the passing of Ordinary Resolution 7 above, the Ordinary Resolution 8 proposed above, if passed, will authorize the Directors, from time to time, to determine up to twenty per cent (20%) discount to the price per new share pursuant to the share issue mandate, and in accordance with the requirements of the SGX-ST.

The discount of not more than twenty per cent (20%) is pursuant to SGX-ST's news release of 19 February 2009 which took effect on 20 February 2009 and will be in effect until 31 Dec 2010 (or such other date as may be determined by the SGX-ST).

Notes:-

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company. The instrument appointing the proxy must be deposited at the registered office of the Company at 11 Ubi Road 1, Meiban Industrial Building, Singapore 408723, not less than 48 hours before the time set for holding the Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING ("**EGM**") of Meiban Group Ltd (the "**Company**") will be held at Roxy 3, Level 4, Grand Mercure Roxy Hotel, 50 East Coast Road, Roxy Square - Marine Parade, Singapore 428769, on 15 April 2010 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company to be held on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modification, the following resolution:

AS AN ORDINARY RESOLUTION

THAT:

- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of 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 Maximum 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 Companies Act,

and otherwise in accordance with all other laws and regulations and the Listing Manual 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**");

- 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;
- 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 earliest of:
 - the date on which the next annual general meeting of the Company is held or is required by law to be held;
 - the date on which the share buy-backs are carried out to the full extent mandated; or
 - the date on which the authority contained in the Share Buy Back Mandate is varied or revoked;

- for purposes of this Resolution:

"**Maximum Limit**" means ten per cent. (10%) of the total issued ordinary shares of the Company as at the date of the last annual general meeting of the Company or as at the date of passing of this Resolution (whichever is the higher) 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 (as hereinafter defined), in which event the issued ordinary shares of the Company shall be taken to be the total number of the issued ordinary shares of the Company as altered by such capital reduction (the total number of ordinary shares shall exclude any ordinary shares that may be held as treasury shares by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

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

- in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- in the case of an Off-Market Purchase, fifteen per cent. (15%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and

"**Market Day**" means a day on which the SGX-ST is open for trading in securities; and

- the Directors and 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.

By Order of the Board

Lee Pih Peng
Company Secretary
Singapore
30 March 2010