



**SERIAL SYSTEM LTD**  
新暉科技有限公司

Company Registration No. 199202071D  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Serial System Ltd (the "Company") will be held at 8 Ubi View #05-01 Serial System Building Singapore 408554, on Wednesday, 22 April 2009 at 10.00 a.m. to transact the following **business**:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2008 together with the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To declare a one-tier tax-exempt Final Dividend of 0.25 cent per ordinary share for the financial year ended 31 December 2008 (2007: One-tier tax-exempt Final Dividend of 0.2 cent per ordinary share). **(Resolution 2)**
3. To approve the payment of Directors' Fees of \$149,000 for the financial year ended 31 December 2008 (2007: \$177,000). **(Resolution 3)**
4. To re-elect Mr Ng Cher Yan as Director, who retires by rotation pursuant to Article 89 of the Company's Articles of Association.

Mr Ng Cher Yan will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee, and a member of the Nominating Committee, Remuneration Committee and Serial System Executives Share Option Scheme Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. **(Resolution 4)**

5. To re-elect Mr Ravindran s/o Ramasamy as Director, who retires by rotation pursuant to Article 89 of the Company's Articles of Association.

Mr Ravindran s/o Ramasamy will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee, and a member of the Audit Committee, Nominating Committee and Serial System Executives Share Option Scheme Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. **(Resolution 5)**

6. To re-appoint Messrs Moore Stephens LLP, Certified Public Accountants, Singapore as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting of the Company. **(Resolution 7)**

## **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Resolution No. 8 and Resolution No. 9 as Ordinary Resolutions:

8. THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, 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) 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. PROVIDED THAT the aggregate number of shares to be issued pursuant to this Resolution does not exceed fifty per centum. (50%) of the issued share capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares to be issued other than on a pro-rated basis to shareholders of the Company does not exceed twenty per centum. (20%) of the issued share capital of the Company, and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the next Annual General Meeting of the Company. (See Explanatory Note (i) below)

**(Resolution 8)**

9. THAT the Directors of the Company be and are hereby authorised to offer and grant share options in accordance with the provisions of the Serial System Executives Share Option Scheme (the "Scheme") and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, 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 share options under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per centum. (15%) of the issued share capital of the Company from time to time. (See Explanatory Note (ii) below)

**(Resolution 9)**

### **Explanatory Notes on Special Business to be transacted:**

- (i) The proposed Ordinary Resolution No. 8, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting until the date of the next Annual General Meeting, to allot and issue shares in the Company whether by way of rights, bonus or otherwise. The maximum number of shares which the Directors of the Company may issue pursuant to this Resolution shall not exceed the quantum set out in the Resolution.
- (ii) The proposed Ordinary Resolution No. 9, if passed, will empower the Directors of the Company to offer and grant share options under the Serial System Executives Share Option Scheme (the "Scheme") which was approved at an Extraordinary General Meeting of the Company held on 30 January 2004 and to allot and issue shares pursuant to the exercise of share options under the Scheme up to an amount not exceeding fifteen centum. (15%) of the issued share capital of the Company from time and time.

## **NOTICE OF BOOKS CLOSURE**

**NOTICE IS HEREBY GIVEN** that subject to approval being obtained at the above Annual General Meeting of the Company for the declaration of the Final Dividend which will be paid on 22 May 2009, the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2009.

Duly completed transfers received by the Company's Share Registrar, B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758, up to 5.00 p.m. on 8 May 2009 will be registered to determine shareholders' entitlement to the proposed dividends. Depositors whose securities accounts with The Central Depository (Pte) Ltd are credited with shares at 5.00 p.m. on 8 May 2009 will be entitled to the proposed dividends.

By Order of the Board

**Alex Wui Heck Koon**  
Company Secretary

Singapore  
7 April 2009

**Notes:**

1. A Member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a Member of the Company. Where a Member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
2. A Member of the Company which is a corporation, is entitled to appoint as its authorised representative or proxy by resolution of its directors or other governing body such person as it thinks fit to vote on its behalf.
3. The instrument appointing a proxy must be deposited at the registered office of the Company, at 9 Ubi View #05-01 Serial System Building Singapore 408554, not later than, forty-eight (48) hours before the time appointed for holding the Annual General Meeting.