

**SELECT GROUP LIMITED**  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of SELECT GROUP LIMITED (the "**Company**") will be held at 5:00 pm on 30 April 2009 at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions as ordinary resolutions:-

**RESOLUTION 1: APPROVAL AND RATIFICATION OF THE OFFSHORE SERVICE AGREEMENT IN RESPECT OF LEWEK CHAMPION**

That the Offshore Service Agreement dated 24 October 2007, entered into between Select Food Services Pte Ltd and Emas Offshore Construction and Production Pte. Ltd. for the supply of catering and housekeeping services on the vessel, Lewek Champion (the "**Lewek Champion Catering Agreement**") is hereby approved and ratified.

That the Directors of the Company be and are hereby authorised to take such steps, approve all matters, enter into such transactions, arrangement and agreement and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to or facilitating the Lewek Champion Catering Agreement with full power to assent to any condition, amendment, alteration, modification or variation as may be required or as such Directors or any of them may deem fit or expedient or to give effect to Resolution 1.

**RESOLUTION 2: APPROVAL AND RATIFICATION OF THE OFFSHORE SERVICE AGREEMENT IN RESPECT OF LEWEK CHANCELLOR**

That the Offshore Service Agreement dated 30 January 2008, entered into between Select Food Services Pte Ltd and Emas Offshore Services Pte. Ltd. for the supply of catering and housekeeping services on the vessel, Lewek Chancellor (the "**Lewek Chancellor Catering Agreement**") is hereby approved and ratified.

That the Directors of the Company be and are hereby authorised to take such steps, approve all matters, enter into such transactions, arrangement and agreement and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to or facilitating the Lewek Chancellor Catering Agreement with full power to assent to any condition, amendment, alteration, modification or variation as may be required or as such Directors or any of them may deem fit or expedient or to give effect to Resolution 2.

**RESOLUTION 3: APPROVAL AND RATIFICATION OF THE OFFSHORE SERVICE AGREEMENT IN RESPECT OF LEWEK FPSO**

That the Offshore Service Agreement dated 4 April 2008, entered into between Select Food Services Pte Ltd and Emas Offshore Construction and Production Pte. Ltd. for the supply of catering and housekeeping services on the vessel, Lewek Arunothai (the "**Lewek Arunothai Catering Agreement**") is hereby approved and ratified.

That the Directors of the Company be and are hereby authorised to take such steps, approve all matters, enter into such transactions, arrangement and agreement and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to or facilitating the Lewek Arunothai Catering Agreement with full power to assent to any condition, amendment,

alteration, modification or variation as may be required or as such Directors or any of them may deem fit or expedient or to give effect to Resolution 3.

By Order of the Board

Yap Peck Khim  
Company Secretary  
15 April 2009  
Singapore

**Notes:-**

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. The Proxy Form is attached and must be deposited at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 not less than 48 hours before the time fixed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.
3. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

**SELECT GROUP LIMITED**  
Registration No. 199500697Z  
(Incorporated in Singapore)

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of the shareholders of the Company will be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 on Thursday, 30 April 2009 at 5.30 p.m. or immediately at the close of the Extraordinary General Meeting to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 December 2008. Resolution 1

2. To re-elect the following Directors retiring pursuant to Article 106 of the Articles of Association of the Company:-

(a) Mr. Tan Chor Khoon Resolution 2

(b) Mr. Kwah Thiam Hock Resolution 3

Mr. Kwah Thiam Hock shall, upon re-election as Director of the Company, remain as a Chairman of the Audit Committee and as a member of the Nominating Committee and the Remuneration Committee and shall be considered independent for the purpose of Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

3. To re-elect Mr. Lai Kai Jin Michael, the Director retiring pursuant to Article 90 of the Articles of Association of the Company:- Resolution 4

Mr. Lai Kai Jin Michael shall, upon re-election as Director of the Company, remain as a Chairman of the Remuneration Committee and as a member of the Audit Committee and the Nominating Committee and shall be considered independent for the purpose of Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. To approve the Directors' fees of SGD 78,000 for the year ended 31 December 2008. Resolution 5

5. To re-appoint Messrs RSM Chio Lim LLP as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 6

**SPECIAL BUSINESS**

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

**6. Authority to allot and issue shares**

Resolution 7

Pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of 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:-

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 100 per cent (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations 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 (i) 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 at the time this Resolution is passed after adjusting for:-
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or sub-division of shares
- (iii) 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 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 (i)]

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7. That approval be and is hereby given to the Directors to offer and grant options in accordance with the Rules of the Select Employee Share Option Scheme ("the Scheme") and to issue such shares in the capital of the Company as may be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total issued shares excluding Treasury Shares of the Company on the day preceding the date of the relevant grant. Resolution 8

[See Explanatory Note (ii)]

8. And to transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- (i) The Ordinary Resolution proposed in item 6, 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. The number of shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed 100% of the Company's total number of issued shares excluding treasury shares at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 50% of the Company's total number of issued shares excluding treasury shares. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- (ii) The Ordinary Resolution proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of options under the Scheme, subject to the terms of the resolution.

**BY ORDER OF THE BOARD**

Yap Peck Khim  
Company Secretary

Dated : 15 April 2009

**SELECT GROUP LIMITED**  
Registration No. 199500697Z  
(Incorporated in Singapore)

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Notes :

- (a) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company
- (b) If a proxy is to be deposited, the form must be deposited at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 not less than 48 hours before the meeting.
- (c) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (d) In the case of joint shareholders, all holders must sign the form of proxy.

**SELECT GROUP LIMITED**  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of SELECT GROUP LIMITED (the "**Company**") will be held at 6:00 pm on 30 April 2009 at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 (or as soon as practicable after the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day and at the same place at 5:30 p.m or immediately after the conclusion of the first extraordinary general meeting of the Company to be held prior to the Annual General Meeting) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions as ordinary resolutions:-

**RESOLUTION 1: TENANCY AGREEMENT**

- (a) That approval is hereby given for the Tenancy Agreement to be entered into between Wisteria Hotel Management Pte. Ltd. ("**Wisteria**") and Jit Sun Investments Pte. Ltd. ("**Jit Sun**") for the rental of the annex building to the office block located at 15 Hoe Chiang Road, Singapore 089316 (the "**Hotel**") by Wisteria from Jit Sun (the "**Tenancy Agreement**").
- (b) That the Directors of the Company and/or any one of them be and are hereby authorised to complete and to do all acts and things, and sign and execute all such documents, including but not limited to the execution of such agreements and documents, procurement of third party consents and approving of amendments whatsoever to the Tenancy Agreement and any other relevant documents, as he may consider necessary, desirable or expedient in connection with the Tenancy Agreement and all matters contemplated therein.

**RESOLUTION 2: PROPOSED INTERESTED PERSON TRANSACTIONS MANDATE**

- (a) That approval be and is hereby given for the purposes of Chapter 9 of the Rules of the Catalist of the Singapore Exchange Securities Trading Limited for the Company, its subsidiaries (including future subsidiaries) and associated companies (including future associated companies over which the Company has control), or any of them, to enter into transactions with the Ezra Group (as defined in the Company's Circular to Shareholders dated 15 April 2009 (the "**Circular**")) for the provision of offshore related services to the Ezra Group provided that such transactions are on normal commercial terms and will not be prejudicial to the interests of the Company and its Shareholders and are in accordance with the guidelines and review procedures for offshore service transactions as set out in the Circular (the "**IPT Mandate**");
- (b) the approval given in paragraph (a) above for the proposed IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interest of the Company to give effect to the proposed IPT Mandate and/or this Resolution.

By Order of the Board

Yap Peck Khim  
Company Secretary  
15 April 2009  
Singapore

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3. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.