

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

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting of the shareholders of the Company will be held at 18 Cross Street 8<sup>th</sup> Floor Marsh & McLennan Centre Singapore 048423 on Thursday, 24 April 2008 at 4.30 p.m. to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive and consider the audited financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 December 2007. Resolution 1
  
2. (a) To record the retirement of Mr Sim Beng Chye, a director retiring pursuant to Article 106 of the Company's Articles of Association who does not wish to seek re-election.  
  
(b) To re-elect Mr Tan Choh Peng, a director retiring pursuant to Article 106 of the Company's Articles of Association. Resolution 2
  
3. To re-elect Mdm Ho Geok Choo, a director retiring pursuant to Article 90 of the Company's Articles of Association. Resolution 3  
  
Mdm Ho Geok Choo shall, upon re-election as Director of the Company, remain as a member of the Audit Committee and shall be considered independent for the purpose of Rule 704(8) 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 2007. Resolution 4
  
5. To re-appoint Messrs RSM Chio Lim as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 5

**SPECIAL BUSINESS**

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

6. Authority to issue shares Resolution 6

“That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to 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 always that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the total number of issued shares excluding treasury shares, 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 20% of the total number of issued shares excluding treasury shares (the percentage of the total number of issued shares excluding treasury shares shall be based on the Company’s total number of issued shares excluding treasury shares at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issue, consolidation or sub-division of shares) 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 or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (i)]

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 from time to time. Resolution 7

[See Explanatory Note (ii)]

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

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Explanatory Note:

- (i) The Ordinary Resolution proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above meeting until the next Annual General Meeting to issue shares in the Company up to the limit as specified in the Resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a 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 : 9 April 2008

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 18 Cross Street 8<sup>th</sup> Floor Marsh & McLennan Centre Singapore 048423 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.