

BEYONICS TECHNOLOGY LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 199408168G

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at 30 Marsiling Industrial Estate Road 8, Singapore 739193 on Tuesday, 30 November 2004 at 11.00 a.m. to transact the following business:-

Ordinary Business

1. To receive and consider the audited accounts for the year ended 31 July 2004 and the reports of the Directors and Auditors thereon.
2. To declare a first and final dividend of 5% less tax for the year ended 31 July 2004.
3. To approve Directors' Fees of S\$196,250 for the year ended 31 July 2004. [Year 2003 : S\$186,000].
4. To re-elect Mr Yeo Khee Siang who retires in accordance with the Company's Articles of Association, as Director of the Company.
5. To re-elect Mr Loke Poh Keun who retires in accordance with the Company's Articles of Association, as Director of the Company. [See Explanatory Note (a)]
6. To re-appoint Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

Special Business

7. To consider and, if thought fit, to pass the following resolutions with or without modifications as ordinary resolutions:-

7.1 Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares in the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes 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 50 per cent of the issued share capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20 per cent of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's 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 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. [See Explanatory Note (b)]

7.2 Authority to offer and grant options and to allot and issue shares pursuant to the exercise of options under the Beyonics Share Option Scheme 2000

That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Beyonics Share Option Scheme 2000 (the "Scheme") (including options over shares at a subscription price per share set at a discount to the market price of a share) and to allot and issue from time to time such numbers of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the Scheme provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15 per cent of the issued share capital of the Company from time to time. [See Explanatory Note (c)]

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

BY ORDER OF THE BOARD

TAY PENG HUAT
Company Secretary

Singapore
Date : 10 November 2004

Notes

A member of the Company entitled to attend and to vote at the meeting may appoint a proxy (or a representative in the case of a Corporation) to attend and to vote on his behalf. Such proxy (or representative) need not be a member of the Company. The instrument appointing a proxy (or representative) must be lodged at the registered office of the Company at 30 Marsiling Industrial Estate Road 8, Singapore 739193 not less than forty-eight hours before the time set for holding of the meeting.

Explanatory Notes:

- (a) Mr Loke Poh Keun, if re-elected, will remain as the audit committee chairman and will be considered as an independent director.
- (b) The ordinary resolution set out in item 7.1 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to issue shares in the Company. The number of shares which the Directors may issue under this resolution would not exceed 50 per cent of the issued share capital of the Company at the time this resolution is passed. For issues of shares other than on a pro-rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed 20 per cent of the total issued share capital of the Company at the time this resolution is passed.
- (c) The ordinary resolution set out in item 7.2 above, if passed, will empower the Directors of the Company to offer and grant options and to allot and issue shares in the capital of the Company pursuant to the exercise of the options under the Scheme.