

# YAAN SECURITY TECHNOLOGY LIMITED

(Company Registration Number: 200402490W)

(Incorporated in the Republic of Singapore)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of YAAN SECURITY TECHNOLOGY LIMITED ("the Company") will be held at The Pines, Grand Ballroom III, 30 Stevens Road, Singapore 257840 on Friday, 25 April 2008 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 2007 together with the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**

2. To approve Directors' fees of S\$106,500 for the financial year ended 31 December 2007. (FY 2006 : S\$97,500) **(Resolution 2)**

3. To re-elect Mr Goh Chee Wee, a director retiring pursuant to Article 91 of the Company's Articles of Association.

(Note: Mr Goh Chee Wee will, upon re-election, remain as the Chairman of Audit Committee and a Member of Nominating Committee and Remuneration Committee. Mr Goh is considered as an independent director.) **(Resolution 3)**

4. To re-elect Mr Tan Lye Huat, a director retiring pursuant to Article 91 of the Company's Articles of Association.

(Note: Mr Tan Lye Huat will, upon re-election, remain as the Chairman of Nominating Committee and Remuneration Committee and a Member of Audit Committee. Mr Tan is considered as an independent director.) **(Resolution 4)**

5. To re-elect Ms Qin Wei, a director retiring pursuant to Article 97 of the Company's Articles of Association. **(Resolution 5)**

6. To re-appoint Messrs BDO Raffles as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

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

### As Special Business

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

8. That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited (the "Listing Rules"), authority be and is hereby given to the Directors of the Company to allot and issue:

- shares; or
- convertible securities; or
- additional convertible securities issued pursuant to Rule 829 of the Listing Rules; or
- shares arising from the conversion of securities in (b) and (c) above,

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:

(i) the aggregate number of shares and convertible securities to be allocated and issued pursuant to this resolution must be not more than 50% of the issued share capital of the Company (calculated in accordance with (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the issued share capital of the Company (calculated in accordance with (ii) below); and

(ii) for the purpose of determining the number of shares and convertible securities that may be issued pursuant to (i) above, the percentage of issued share capital shall be calculated based on the Company's issued share capital at the time of the passing of this resolution after adjusting for (a) new shares arising from the conversion or exercise of 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 this resolution and (c) any subsequent consolidation or subdivision of shares. Unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, this resolution shall remain 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]. **(Resolution 7)**

By Order Of The Board

**Sin Chee Mei**  
Company Secretary

10 April 2008  
Singapore

### Explanatory Note:

The Ordinary Resolution 7 proposed above, 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 that the Directors may allot and issue under this Resolution would not exceed fifty per centum (50%) of the issued capital of the Company at the time of the passing of this resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the issued capital of the Company.

The percentage of issued capital is based on the Company's issued capital after adjusting for (a) new shares arising from the conversion of convertible securities or employee share options on issue at the time this proposed Ordinary Resolution is passed and (b) any subsequent consolidation or subdivision of shares.

### Notes:-

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint more than one proxy to attend and vote on his behalf. 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.
- The instrument appointing a proxy shall, in the case of an individual, be signed by the appointor or his attorney, and in case of a corporation, shall be either under the Common Seal or signed by its attorney or an officer on behalf of the corporation.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 5 Shenton Way #06-08 UIC Building Singapore 068808 not less than 48 hours before the time appointed for the holding of the Meeting.