

ASJ

ASJ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Registration No.199601740N)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at 514 Chai Chee Lane, #05-05/06, Bedok Industrial Estate, Singapore 469029 on Tuesday, 27 April 2010 at 9.30 am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited accounts of the Company for the financial year ended 31 December 2009 and the report of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Director retiring under Article 91 of the Company's Articles of Association: (Resolution 2)
Mr Chia Soon Loi; and (Resolution 3)
Mr Seah Eng Lam (Resolution 3)
Note: Mr Chia Soon Loi will, upon re-election as a Director of the Company, continue as the Chairman of the Board and a member of the Audit Committee.
3. To re-elect Mr Ling Chek Leh who is retiring under Article 97 of the Company's Articles of Association. (Resolution 4)
4. To approve Directors' fees of S\$165,000 for the financial year ended 31 December 2009. (Resolution 5)
5. To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 6)
6. To transact any other business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:
"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 to allot and issue:
(i) Shares in the capital of the Company (whether by way of bonus, rights or otherwise); or
(ii) convertible securities; or
(iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalism issues; or
(iv) shares arising from the conversion of convertible securities in (ii) and (iii) above,
at any time 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 and convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) which limit may be increased to one hundred per cent (100%) for the Company to undertake pro-rata renounceable rights issue of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited as at the date of this Resolution, 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. For the purpose of determining the aggregate number of shares that may be issued pursuant to this Resolution, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the date of this Resolution after adjusting for new shares arising from the conversion of exercise of any convertible securities or employee stock options in issue as at the date of this Resolution and any subsequent consolidation or subdivision of the Company's shares." [See Explanatory Note (i)] (Resolution 7)
8. To consider and, if thought fit, pass the following resolution as an ordinary resolution, with or without modifications:
"That subject to and pursuant to the share issue mandate in resolution 7 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST." [See Explanatory Note (ii)] (Resolution 8)

By Order of the Board

Ong Beng Hong/Tan Swee Gek
Joint Company Secretaries

12 April 2010

Explanatory Note:

- (i) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the passing of the above Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% (or one hundred per cent (100%) in the event of a pro-rata renounceable rights issue) of the issued share capital of the Company at the time of passing of this resolution, of which up to 20% may be issued other than on a pro-rata basis to shareholders.
- (ii) The Ordinary Resolution 8 proposed under item 8 above, if passed, will authorise the Directors to issue new shares (other than on a pro-rata basis to shareholders of the Company) at an issue price of up to 20% discount to the weighted average price per share.

Notes:

- 1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- 2) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 514 Chai Chee Lane, #05-05/06, Bedok Industrial Estate, Singapore 469029 at least 48 hours before the time fixed for the Meeting.