

AVAPLAS LTD
Company Registration Number: 199301788C
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF BOOKS CLOSURE DATE

Notice is hereby given that the Annual General Meeting of the Company will be held on 28 July 2005 at Cube 4, Basement 1, Changi Village Hotel (Former Le Meridien Changi), 1 Netheravon Road Singapore 508502 at 11.20 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and consider the directors' report and accounts for the year ended 31 March 2005 and the auditor's report thereon. (Resolution 1)
2. To re-elect Mr David Chia Tian Bin who is retiring by rotation pursuant to Article 91 of the Company's Articles of Association. (Resolution 2). [*See Explanatory Note (a)*]
3. To re-elect Mr Yoshiteru Miura who is retiring by rotation pursuant to Article 97 of the Company's Articles of Association. (Resolution 3)
4. To approve the proposed payment of the final dividend of 0.1 cent per ordinary share (tax exempt 1-tier) for the year ended 31 March 2005. (Resolution 4)
5. To approve the Directors' fees of \$200,000 for the year ended 31 March 2005 (2004 : \$280,000). (Resolution 5)
6. To appoint Messrs Deloitte & Touche as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young, and to authorise the Directors to fix their remuneration. (Resolution 6) [*See Explanatory Note (b)*]
7. To transact any other business of the Company which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions:-

8. "That notwithstanding the provisions of the Articles of Association of the Company, pursuant to Section 161 of the Companies Act, Chapter. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, the Directors be and are hereby authorised to issue shares in the Company (whether by way of bonus issue, rights issue 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 to be issued pursuant to this Resolution does not exceed 50% 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% of the Company's issued share capital;
 - (ii) for the purpose of determining the aggregate number of shares that may be issued under (i) above, the percentage of issued share capital shall be based on the issued share capital 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 or employee share options or vesting of share awards that are outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent consolidation or subdivision of shares; and
- (iii) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution 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".(Resolution 7) [*see Explanatory Note (c)*]

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 11 August 2005 to 12 August 2005, both dates inclusive, for the preparation of dividend warrants.

Duly completed transfers received by the Company's Registrar, Lim Associates (Pte) Ltd, 10 Collyer Quay #19-08 Ocean Building Singapore 049315, up to the close of business at 5:00 p.m. on 10 August 2005 will be registered to determine shareholders' entitlement to the proposed dividend. The dividend, if approved, will be paid on 23 August 2005 to shareholders registered in the books of the Company on 10 August 2005.

In respect of shares in securities accounts with the Central Depository (Pte) Limited ("CDP"), the said dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to holders of shares in accordance with its practice.

By Order Of the Board

Chuang Sheue Ling and Tan Ching Chek
Joint Company Secretaries
Dated : 12 July 2005
Singapore

Explanatory Notes:

- (a) Mr David Chia Tian Bin, if re-elected, will remain as the Chairman of the Audit Committee and is considered an independent director for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- (b) The Company has received notice from a shareholder, ARRK Corporation, nominating Deloitte & Touche as the Company's Auditors in place of the retiring Auditors, Messrs Ernst & Young. Messrs Deloitte & Touche have expressed their willingness to accept the appointment. The proposal for the appointment will be put to the shareholders at this Annual General Meeting.
- (c) The proposed ordinary resolution 7 in item 8 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.

Notes to Proxy Form:

- (i) A member entitled to attend and vote at this meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) If a proxy is to be appointed, the form must be deposited at the registered office of the Company, 19 Changi South Street 1, Changi South Industrial Estate, Singapore 486779 not less than 48 hours before the time set for the meeting.
- (iii) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (iv) In the case of joint shareholders, all holders must sign the form of proxy.

Avaplas Ltd

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of AVAPLAS LTD (the "Company") will be held at Cube 4, Basement 1, Changi Village Hotel, 1 Netheravon Road, Singapore 508502 on 28 July 2005 at 11:30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:20 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution which will be proposed as set out below:-

ORDINARY RESOLUTION

That:-

- (i) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the Company, its subsidiaries and target associated companies (as defined in the Company's Circular to Shareholders dated 12 July 2005 (the "Circular"), or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Circular, with any person in the ARRK Group as described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions as set out in the Circular (the "New Shareholders' Mandate");
- (ii) the New Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company is held or is required by law to be held;
- (iii) 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 to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (iv) the Directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the New Shareholders' Mandate set out in this Notice.

BY ORDER OF THE BOARD

Chuang Sheue Ling and Tan Ching Chek
Joint Company Secretaries
Singapore

12 July 2005

NOTES

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be lodged at the registered office of the Company at 19 Changi South Street 1, Changi South Industrial Estate, Singapore 486779 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
3. The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
4. In the case of joint shareholders, all holders must sign the form of proxy.