



PAN-UNITED CORPORATION LTD

(Incorporated in the Republic of Singapore)

(Company Registration No.: 199106524G)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 18th Annual General Meeting of the Company (2010 AGM) will be held at Ficus 1, Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Thursday, 22 April 2010 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

- 1 To receive and adopt the Report of the Directors and Audited Accounts for the financial year ended 31 December 2009, together with the Auditors' Report therein. Resolution 1

- 2 To declare a final dividend of \$0.015 per ordinary share (one-tier tax exempt) for the financial year ended 31 December 2009. Resolution 2

- 3 To re-elect Ms Ng Bee Bee, a director retiring in accordance with Article 89 of the Company's Articles of Association and who, being eligible, has offered herself for re-election.
[See Explanatory Note 1a] Resolution 3

- 4 To re-appoint each of the following directors pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (the Companies Act) to hold such office until the next Annual General Meeting (AGM) of the Company:
 - 4.1 Mr Ch'ng Jit Koon Resolution 4
 - 4.2 Mr Cecil Vivian Richard Wong Resolution 5
 - 4.3 Mr Phua Bah Lee Resolution 6[See Explanatory Note 1b]

- 5 To approve the payment of directors' fees of \$440,000 for the year ending 31 December 2010 (2009: \$409,148).
[See Explanatory Note 2] Resolution 7

- 6 To re-appoint Messrs Ernst & Young LLP as auditors of the Company for the financial year ending 31 December 2010 and to authorise the directors to fix their remuneration. Resolution 8

SPECIAL BUSINESS

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

7 To grant authority to allot and issue shares up to 100 per centum (100%) of issued capital (subject to the conditions set out below):

“That authority be and is hereby given pursuant to Section 161 of the Companies Act, to the directors of the Company to:

- a i issue ordinary shares in the capital of the Company (Shares) whether by way of rights, bonus or otherwise; and/or
- ii make or grant offers, agreements or options (collectively, Instruments) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Shares,

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; and

- b (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors while this Ordinary Resolution was still in force,

provided that:

- A 1 the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) (the Share Issues) shall not, save and except as set out in sub-paragraph (A)(2) below, exceed 50 per centum (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed 20 per centum (20%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (B) below);

- 2 (until 31 December 2010 or such later date as may be determined by the Singapore Exchange Securities Trading Limited (the SGX-ST), but in any event subject to sub-paragraph (D) below) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution by way of a renounceable rights issue on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) (the Renounceable Rights Issues) shall not exceed 100 per centum (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (B) below); and
 - 3 the number of Shares to be issued pursuant to the Share Issues and the Renounceable Rights Issues shall not, in aggregate, exceed 100 per centum (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (B) below);
- B (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (A) above, the percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this Ordinary Resolution is passed, after adjusting for:
- 1 any 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 Ordinary Resolution is passed; and
 - 2 any subsequent bonus issue, consolidation or sub-division of Shares;
- C in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST (the Listing Manual) for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and

D (unless revoked or varied by the Company in general meeting) the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note 3]

Resolution 9

8 To grant authority to increase discount limit for placement exercise:
“That without prejudice to the generality of, and pursuant and subject to the approval of the general mandate to issue Shares set out in Ordinary Resolution 9, authority be and is hereby given to the directors of the Company to issue Shares other than on a *pro rata* basis to shareholders of the Company, at a discount to the weighted average price of the Shares for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day), exceeding 10 per centum (10%) but not more than 20 per centum (20%), at any time and upon such terms and conditions and for such purposes and to such persons as the directors of the Company may in their absolute discretion deem fit,

provided that:

a in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and

b (unless revoked or varied by the Company in general meeting) the authority conferred by this Ordinary Resolution shall continue in force until 31 December 2010 or such later date as may be determined by the SGX-ST, but in any event not later than the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note 4]

Resolution 10

9 To grant authority to allot and issue Shares under the Pan-United Share Option Scheme (Scheme 2002):

“That the directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of Scheme 2002 and pursuant to

Section 161 of the Companies Act, to allot and issue from time to time such number of ordinary Shares in the capital of the Company (Scheme 2002 Shares) as may be required to be issued pursuant to the exercise of the options granted under Scheme 2002 provided always that the aggregate number of Scheme 2002 Shares shall not exceed 15 per centum (15%) of the total number of issued Shares (excluding treasury shares) of the Company from time to time, subject to such adjustments as may be made in accordance with Scheme 2002.”

[See Explanatory Note 5]

Resolution 11

10 To grant approval for the renewal of the Share Buyback Mandate:

“That:

a for the purposes of Companies Act, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary Shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

i market purchase(s) (each a Market Purchase) on the SGX-ST; and/or

ii off-market purchase(s) (each an Off-Market Purchase) in accordance with any equal access scheme(s) as may be determined or formulated by the directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the Share Buyback Mandate);

b (unless revoked or varied by the Company in a general meeting) the authority conferred on the directors of the Company pursuant to the Share Buyback Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Ordinary Resolution and expiring on the earliest of:

- i the date on which the next AGM of the Company is held or required by law to be held;
- ii the date on which the share buybacks by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- iii the date on which the authority contained in the Share Buyback Mandate is revoked or varied;

c in this Ordinary Resolution:

“Average Closing Market Price” means the average of the closing market prices of a Share over the last five (5) Trading Days on which transactions in the Shares were recorded, preceding the day of the Market Purchase (which is deemed to be adjusted for any corporate action that occurs after such five (5)-Trading Day period);

“day of making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Highest Last Dealt Price” means the highest price transacted for a Share as recorded on the Trading Day on which there were trades in the Shares immediately preceding the day of making of the offer pursuant to the Off-Market Purchase;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding,

- i in the case of a Market Purchase, 105 per centum (105%) of the Average Closing Market Price; and
- ii in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per centum (120%) of the Highest Last Dealt Price;

“Maximum Limit” means that number of issued Shares representing 10 per centum (10%) of the total number of issued Shares in the Company as

at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

“Trading Day” means a day on which the Shares are traded on the SGX-ST; and

- d the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.”

[See Explanatory Note 6]

Resolution 12

ANY OTHER BUSINESS

- 11 To transact any other business that may be transacted at an AGM.

By Order of the Board

Loh Yeen Ying
Company Secretary

Singapore
29 March 2010

Explanatory Notes:

- 1 The Board of Directors, in consultation with the Nominating Committee, recommends to members the re-election of Ms Ng Bee Bee and the re-appointment of Messrs Ch’ng Jit Koon, Cecil Vivian Richard Wong and Phua Bah Lee:
- a Article 89 of the Company’s Articles of Association provides that every director, subject to the Statutes, shall retire from office at least once every three (3) years. A retiring director shall be eligible for re-election. Ms Ng Bee Bee has consented to her re-election as director of the Company pursuant to this Article.
- b Section 153(6) of the Companies Act provides that a person of or over the age of 70 years may, by an ordinary resolution passed at an AGM of a company be appointed or re-appointed as a director of the company to hold office, or be authorised to continue in office as a director of the company until the next AGM of the company.

If the Ordinary Resolutions 4, 5 and 6 are passed, Messrs Ch'ng Jit Koon, Cecil Vivian Richard Wong and Phua Bah Lee will each be re-appointed as director to hold office until the next AGM of the Company.

Upon their re-appointment as directors of the Company,

Mr Ch'ng Jit Koon will remain as Chairman of the Board. Mr Ch'ng will also remain as Chairman of both the Executive and Nominating Committees and a member of the Audit Committee. Mr Ch'ng is considered independent for the purpose of Rule 704(8) of the Listing Manual;

Mr Cecil Vivian Richard Wong will remain as Chairman of the Audit Committee and a member of the Remuneration Committee. Mr Wong is considered independent for the purpose of Rule 704(8) of the Listing Manual; and

Mr Phua Bah Lee will remain as a member of the Nominating and Remuneration Committees.

- 2 The Ordinary Resolution 7, if passed, will authorise the directors of the Company to pay directors' fees to non-executive directors for the year ending 31 December 2010.
- 3 The Ordinary Resolution 9, if passed, will empower the directors of the Company, from the date of the passing of Ordinary Resolution 9 to the date of the next AGM, to issue Shares in the capital of the Company and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to an amount not exceeding in total 50 per centum (50%) of the total number of issued Shares (excluding treasury shares), with a sub-limit of 20 per centum (20%) of the total number of issued Shares (excluding treasury shares) for issues other than on a *pro rata* basis to shareholders. The foregoing is subject to the exception that where the Company undertakes a renounceable *pro rata* rights issue of Shares (including Shares to be issued pursuant to such Instruments), the maximum number of such Shares that can be issued is 100 per centum (100%) of the total number of issued Shares (excluding treasury shares), provided that the total number of Shares which may be issued pursuant to the Share Issues and the Renounceable Rights Issues shall not exceed 100 per centum (100%) of the total number of issued Shares (excluding treasury shares). For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time that Ordinary Resolution 9 is passed, after adjusting for

(a) 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 that Ordinary Resolution 9 is passed, and (b) any subsequent bonus issue, consolidation or sub-division of Shares. In exercising the authority conferred by Ordinary Resolution 9, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. Rule 806 of the Listing Manual presently allows a listed issuer to seek a general mandate from shareholders for *inter alia* issuance of new shares and convertible securities on a *pro rata* basis amounting to not more than 50 per centum (50%) of its issued share capital (excluding treasury shares). On 19 February 2009, the SGX-ST released a press release of new measures effective on 20 February 2009 (the Press Release); the new measures include allowing issuers to issue up to 100 per centum (100%) of its issued share capital via a *pro rata* renounceable rights issue, subject to the condition that the issuer makes periodic announcements on the use of the proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in its annual report. The Press Release states that this new measure will be in effect until 31 December 2010 when it will be reviewed by the SGX-ST.

- 4 The Ordinary Resolution 10, if passed, will empower the directors of the Company, pursuant to the general mandate to issue Shares set out in Ordinary Resolution 9, to issue Shares other than on a *pro rata* basis to shareholders of the Company, at a discount to the weighted average price of the Shares on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day), exceeding 10 per centum (10%) but not more than 20 per centum (20%). In exercising the authority conferred by Ordinary Resolution 10, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. Rule 811(1) of the Listing Manual presently provides that an issue of shares must not be priced at more than 10 per centum (10%) discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day). The Press Release also included a new measure allowing issuers to undertake placements of new shares using the general mandate to issue shares, priced at discounts of up to 20 per centum (20%), subject to the conditions that the issuer seeks shareholders' approval in a separate resolution at a general meeting to issue new shares on a non *pro rata* basis at a discount exceeding 10 per centum (10%) but not more than 20 per centum (20%), and the general share issue mandate resolution is not conditional on this resolution. Ordinary Resolution 10 has been included following this new measure. The Press Release states that this new measure will also be in effect until 31 December 2010 when it will be reviewed by the SGX-ST.

- 5 The Ordinary Resolution 11, if passed, will empower the directors of the Company, from the date of the 2010 AGM until the next AGM, to allot and issue Shares in the Company of up to a number not exceeding in total 15 per centum (15%) of the total number of issued Shares (excluding treasury shares) of the Company from time to time pursuant to the exercise of the options under Scheme 2002.

- 6 The Ordinary Resolution 12, if passed, will empower the directors of the Company to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) issued and fully paid ordinary Shares in the capital of the Company on terms of the Share Buyback Mandate set out in the attached letter to shareholders of the Company (the Letter). The authority conferred by Ordinary Resolution 12 will continue in force until the earliest of:
 - a the date on which the next AGM of the Company is held or required by law to be held;
 - b the date on which the share buybacks by Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - c the date on which the authority contained in the Share Buyback Mandate is revoked or varied.

The Company intends to use internal sources of funds, or a combination of internal resources and external borrowings, to finance the purchase of its Shares pursuant to the Share Buyback Mandate. The directors of the Company do not propose to exercise the Share Buyback Mandate to such extent that it would materially affect the working capital requirements or the gearing of the Company. It is not possible for the Company to realistically calculate or quantify the impact of purchases of Shares that may be made pursuant to the Share Buyback Mandate on the net asset value and earnings per Share as the resultant effect would depend on, *inter alia*, whether the purchase is made out of capital or profits, the price paid for such Shares, the amount (if any) borrowed by the Company to fund purchases and whether the Shares purchased are held in treasury or cancelled.

An illustration of the financial impact of the share buybacks by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2009, is set out in the Letter.

Notes:

- i. A member of the Company entitled to attend and vote at the 2010 AGM is entitled to appoint a proxy but not more than two (2) proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company and where there are two (2) proxies, the number of Shares to be represented by each proxy must be stated.
- ii. The Proxy Form must be deposited at the Company's registered office at 7 Temasek Boulevard, #16-01 Suntec Tower One, Singapore 038987, not less than 48 hours before the time for holding the 2010 AGM.