

COMAT INDUSTRIAL LTD.

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 200410428C)

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of Comat Industrial Ltd. ("the Company") will be held at River View Hotel Singapore, Orchid Room, 382 Havelock Road Singapore 169629 on Friday, 21 April 2006 at 10.30 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2005 together with the Auditors' Report thereon. (Resolution 1)
- To re-elect the following Directors retiring pursuant to Articles 107 of the Company's Articles of Association:-
Mr Guo Yun (Resolution 2)
Mr Yeo Wico (Resolution 3)
Mr Guo Yun will, upon re-election as a Director of the Company, remain a member of the Nominating Committee and will be considered non-independent.
Mr Yeo Wico will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and will be considered independent.
- To approve the payment of Directors' fees of S\$60,000.00 for the financial year ended 31 December 2005 (2004 : S\$40,000.00). (Resolution 4)
- To re-appoint Messrs First Trust Partnership (formerly known as TKH & Company) as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 5)
- 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 resolution as Ordinary Resolution, with or without any modifications:

6. Authority to allot and issue shares up to 50 per centum (50%) of issued share capital

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to allot and issue shares and convertible securities in the capital of the Company 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 (including shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued share capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued share capital of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities. [See Explanatory Note (i)] (Resolution 6)

By Order of the Board

Tan Lay Hong
Wong Yoen Har
Secretaries

Singapore, 29 March 2006

Explanatory Note:

(i) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of this 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. 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.

For the purpose of this resolution, the percentage of issued capital is based on the Company's issued capital at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and 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 one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or under the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company at 10 Collyer Quay #19-08, Ocean Building, Singapore 049315 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Comat Industrial Ltd. (the "Company") will be held at 11.00 am on 21 April 2006 at River View Hotel Singapore, Orchid Room, 382 Havelock Road Singapore 169629 (or as soon thereafter following the conclusion or adjournment of the 2nd Annual General Meeting of the Company to be held at 10.30 am 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 Resolutions, of which Resolutions 1 and 3 will be proposed as Ordinary Resolutions and Resolution 2 will be proposed as a Special Resolution:

Resolution 1: Ordinary Resolution

Proposed Modifications to, and Renewal of, the Shareholders' Mandate

That:

- approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the Company and its subsidiary, or either of them, to enter into any of the transactions falling within the types of interested person transactions set out in the Company's Circular to Shareholders dated 29 March 2006 (the "Circular"), with the interested persons described in the Circular, and that such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- 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
- the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

Resolution 2: Special Resolution

The Proposed Alteration to the Articles of Association

That:

- Articles 2, 5, 7, 18, 26, 29, 52, 54, 57, 58(1), 60, 70, 80, 135 and 148(1) of the Articles of Association of the Company (the "Articles") be and are hereby altered; and
- a new Article 52A be inserted in the Articles, in the manner and to the extent as set out in Appendix IV to the Circular, such alterations to the Articles to take effect immediately.

Resolution 3: Ordinary Resolution

The Proposed Share Purchase Mandate

That:

- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - market purchase(s) on the Singapore Exchange Securities Trading Limited ("SGX-ST") transacted through the Central Limit Order Book trading system and/or any other securities exchange on which the Shares may for the time being be listed and quoted ("Other Exchange"); and/or
 - off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors 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 and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - the date on which the next Annual General Meeting of the Company is held; and
 - the date by which the next Annual General Meeting of the Company is required by law to be held;
- in this Resolution:

"Average Closing Price" means the average of the closing market prices of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Percentage" means that number of issued Shares representing 2.3% of the issued ordinary share capital of 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

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed 105% of the Average Closing Price of the Shares; and

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

By Order of the Board

Tan Lay Hong
Wong Yoen Har
Company Secretary

Singapore, 29 March 2006

Notes:

- 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 instead of him. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the Share Registrar's office at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315, not less than 48 hours before the time appointed for the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the Extraordinary General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
- The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, and the price at which such Shares were purchased or acquired.

For illustrative purposes only, based on the existing 222,880,660 issued Shares of the Company as at the Latest Practicable Date, the purchase by the Company of 2.3% of its issued Shares will result in the purchase or acquisition of 5,126,255 Shares.

Assuming that the Company purchases or acquires the 5,126,255 Shares at the Maximum Price of S\$0.162 or RMB0.80 for one Share (being the price equivalent to 5% above the average of the closing market prices of the Shares for the last five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 5,126,255 Shares is approximately S\$826,311 or RMB4,101,000.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2005 based on these assumptions are set out in paragraph 4.7.3 of the Circular.