



**mDR Limited**  
(Co. Reg. No. 20009059G)  
(Incorporated in Singapore with limited liability)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of mDR Limited (the "Company") will be held at The Chevrans, 48 Boon Lay Way, Singapore 609961 on Monday, 30 April 2007 at 3 p.m. for the following purposes:-

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2006 together with the Auditors' Report thereon. **(Resolution 1)**
- 2(a) To re-elect the Director, Mr. Tong Choo Cherng retiring pursuant to Article 90 of the Company's Articles of Association. **(Resolution 2)**
- 2(b) To re-elect the following Directors, retiring pursuant to Article 96 of the Company's Articles of Association.  
Mr. Tham Khai Wor **(Resolution 3)**  
Mr. Chan Soo Sen **(Resolution 4)**  
Mr. Tham Khai Wor will, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered independent.  
Mr. Chan Soo Sen will, upon re-election as Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent.
3. To approve the payment of Directors' fees of S\$296,000 for FY2006 (FY2005: S\$334,000). **(Resolution 5)**
4. To re-appoint Deloitte and Touche as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
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 resolutions as Ordinary Resolutions, with or without any modifications:

6. **Authority to allot and issue shares up to 50 per centum (50%) of the issued shares in the capital of the Company**  
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the SGX-ST, the Directors be authorised and empowered to:-
  - 6(i) allot and issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise;
  - 6(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be allotted and issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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;
  - 6(iii) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided always that:-
    - (a) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
    - (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (a) above, the percentage of issued shares and Instruments shall be based on the number of issued shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
      - (I) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
      - (II) new shares arising from the exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
      - (III) any subsequent consolidation or subdivision of shares.
  - 6(iv) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST of the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
  - 6(v) unless revoked or varied by the Company in a general meeting, such authority shall continue in force:-
    - (a) 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 earlier;
    - (b) in the case of Shares to be allotted and issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the allotment and issuance of such shares in accordance with the terms of the Instruments.**(Resolution 7)**
7. **Authority to allot and issue shares under the mDR Share Option Scheme 2003**  
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to offer and grant options under the mDR Share Option Scheme 2003 ("the Scheme") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.  
**(Resolution 8)**

By Order of the Board

**Huang Wenjian Eugene**  
Company Secretary  
13 April 2007