



Asian Micro Holdings Limited

(Company Registration Number: 199701052K)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in this notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 15 December 2010.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Asian Micro Holdings Limited (the "Company") will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on 30 December 2010 at 11.00 a.m. for the purpose of considering, and if thought fit, passing the following resolutions, as ordinary resolutions, with or without modifications:

ORDINARY RESOLUTION 1

APPROVAL OF THE DCA AND PROPOSED DEBT CONVERSION

THAT:

- (a) the execution of the debt conversion agreement entered into between the Company, AM NGV (S) Pte. Ltd., Asian Micro (S) Pte Ltd, Lim Kee Liew @ Victor Lim and Leong Lai Heng dated 18 November 2010 ("**DCA**") be and is hereby ratified, confirmed and approved; and
- (b) the Directors be and are hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the DCA and this Resolution.

ORDINARY RESOLUTION 2

APPROVAL OF ISSUE OF 100,000,000 NEW SHARES TO CERTAIN DIRECTORS AND CONTROLLING SHAREHOLDERS

THAT subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 100,000,000 new Shares to each of Lim Kee Liew @ Victor Lim and Leong Lai Heng, who are both Directors and Controlling Shareholders, at the issue price of S\$0.015 each pursuant to and in accordance with the terms and conditions of the DCA, free from all liens, charges and other encumbrances and ranking *pari passu* in all respects with the then existing Shares.

Pursuant to Rule 804(3) of the Listing Manual, Lim Kee Liew @ Victor Lim, Leong Lai Heng and each of their associates will abstain from voting on Ordinary Resolutions 1 and 2 and they will also not accept nominations to act as proxy, corporate representative or attorney unless that Shareholder appointing them indicates clearly how votes are to be cast in respect of such resolutions.

By Order of the Board

Tan San-Ju

Lee Ellen

Company Secretaries

15 December 2010

Notes:

- (a) With the exception of the Central Depository (Pte) Ltd. (the "**Depository**") who may appoint more than two proxies, a member of the Company entitled to attend and vote at the above meeting who hold two or more shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (c) A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the meeting.
- (d) To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's registered office at 1 Tech Park Crescent, Tuas Tech Park, Singapore 638131, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Detailed instructions can be found on the proxy form(s)
- (e) This notice has been prepared by the Company and its contents have been reviewed by the sponsor ("**Sponsor**", Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Exchange. The Sponsor has not independently verified the contents of this notice including the correctness of any of the figures used, statements or opinions made.

This notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Liao H.K, Telephone number: 6221 0271.