

MORTICE LIMITED

36, Robinson Road, #10-01, City House, Singapore - 068877



26 August 2009

Messrs Mancom Holdings Limited
Morgan & Morgan Building,
PO Box 958 Pasea,
Road Tower, Tortola,
British Virgin Islands
Email: Shirley.Thomas@computershareci.com

via EMAIL AND COURIER

Dear Sirs,

**MORTICE LIMITED (the "COMPANY")
ANNUAL GENERAL MEETING ("AGM")**

Please be informed that the AGM of the Company is scheduled to be held at [36 Robinson Road #17-01 City House, Singapore 068877] on Friday, 11 September 2009 at 10.00 a.m.

We enclose the following documents for your attention:-

1. A copy of the Notice and Agenda of the AGM, signed by a Director;
2. Proxy form; and
3. One set of the Audited Accounts of the Company for the financial year ended 31 March 2009 together with Reports of the Directors and Auditors and the Statement by Directors.

Yours faithfully
For and on behalf of Mortice Limited



Director

MORTICE LIMITED

36, Robinson Road, #10-01, City House, Singapore - 068877



MORTICE LIMITED
(Incorporated in Republic of Singapore)
(Co. Regn. No: 200800770W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MORTICE LIMITED ("the Company") will be held at 36 Robinson Road #17-01 City House, Singapore 068877 on Friday, 11 September 2009 at 10.00 a.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 financial year ended 31 March 2009 together with the Auditors' Report thereon.
(Resolution 1)
2. To re-elect Mr Andrew Michael Barker retiring pursuant to Article 79 of the Company's Articles of Association.
(Resolution 2)
3. To approve the payment of Directors' fees and remuneration of US\$737,334 for the financial year ended 31 March 2009.
(Resolution 3)
4. To re-appoint Messrs Shanker Iyer & Co as the Company's Auditors and to authorise the Directors to fix their remuneration.
(Resolution 4)
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 an Ordinary Resolution, with or without any modifications:

6. SHARE ISSUE MANDATE

That pursuant to Section 161(1) of the Companies Act (Cap. 50), and subject to the provisions of the Articles of Association of the Company, the Directors be and are hereby authorised to issue shares of the Company from time to time as they think fit provided that in respect of any issue of shares otherwise than pro-rata to the existing members of the Company this authority be limited to 20 per cent of the Company's issued share capital as at this date for cash or shares.

This authority shall continue to be in force until:

- a) revoked by a subsequent general meeting of the Company;
- b) the conclusion of the next Annual General Meeting of the Company; or
- c) the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held,

whichever is the earliest.

(Resolution 5)

MORTICE LIMITED

36, Robinson Road, #10-01, City House, Singapore - 068877



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Notice of Annual General Meeting (16 September 2009)

MORTICE LIMITED

16 September 2009

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By Order of the Board

A handwritten signature in black ink, consisting of a large, stylized 'A' with a loop on the left side.

Director

Date: 26 August 2009

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the company.

Pursuant to Section 177(3)(a) of the Companies Act, Cap. 50, shareholders will be asked to consent to the transaction of the business as detailed in the Notice, notwithstanding that less than the full prescribed notice has been given.

MORTICE LIMITED

(Incorporated in Republic of Singapore)
(Co. Regn. No: 200800770W)

PROXY FORM

(Please see notes overleaf before completing this Form)

*I/We, _____

of _____

being a member/members of MORTICE LIMITED (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her, the Chairman of the Meeting as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held on Friday, 11 September 2009 at 10.00 am at 36 Robinson Road #17-01 City House, Singapore 068877 and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Resolutions relating to:	For	Against
1	Directors' Report and Audited Accounts for the financial year ended 31 March 2009		
2	Re-election of Mr Andrew Michael Barker		
3	Approval of Directors' fees and remuneration		
4	Re-appointment of Messrs Shanker Iyer & Co as Auditors		
5	Share Issue Mandate		

*Delete where inapplicable

Dated this _____ day of _____ 2009

Total number of Shares in:	No. of Shares
Register of Members	

Signature of Shareholder(s)/
and, Common Seal of Corporate Shareholder

Notes:

1. Please insert the total number of Shares held by you. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints more than two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 36 Robinson Road #17-01, City House, Singapore 068877, not less than forty-eight (48) hours before the time appointed for the Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.