



Better by Design | LMA International N.V.

(Incorporated with limited liability in the Netherlands Antilles on July 28, 1998)

NOTICE OF INFORMATION MEETING

NOTICE IS HEREBY GIVEN THAT the information meeting of LMA International N.V. (the "Company") will be held at Suntec Singapore International Convention & Exhibition Centre, Meeting Room 313, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593, on Thursday, April 23, 2009 at 11.00 a.m., prior to the annual meeting of the Company which will be held on Wednesday, April 29, 2009 (the "Annual Meeting"), to:

- 1) provide shareholders of the Company with an opportunity to raise with the Board of Directors and Management any relevant issues relating to the operations and financial results of the Company, and
- 2) allow the Board of Directors an opportunity to appraise the shareholders of information regarding the resolutions to be tabled at the Annual Meeting, and for shareholders to ask questions in respect of such resolutions.

BY ORDER OF THE BOARD

Robin Sims
Company Secretary
April 7, 2009

NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN THAT the 5th Annual Meeting of LMA International N.V. (the "Company") after the listing of the common shares in the capital of the Company ("Common Shares") on the Singapore Exchange Securities Trading Limited ("SGX-ST") will be held at the Renaissance Curaçao Resort, Willemstad, Curaçao, Netherlands Antilles on Wednesday, April 29, 2009 at 9.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and approve the Directors' Report and audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended December 31, 2008 and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors, each of whom will retire by rotation pursuant to Article 8.3 of the Articles of Association of the Company and who, being eligible, will offer themselves for re-election:-

- (a) David Chew Heng Ching
- (b) Lim Hock Beng
- (c) Trevor Swete

(Resolution 2)
(Resolution 3)
(Resolution 4)

- To re-elect the following Director, appointed by the Board of Directors pursuant to Article 8.4 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election:-
- (d) Lawrence Kinet

(Resolution 5)

Notes: David Chew Heng Ching and Lim Hock Beng, if re-elected, will remain as members of the Company's Audit Committee. David Chew Heng Ching is considered an independent Director for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

In accordance with Article 8.4 of the Articles of Association of the Company, Lawrence Kinet was appointed a Director by the Board of Directors on October 17, 2008.

3. To approve Directors' fees of US\$346,000 for the financial year ended December 31, 2009 (2008: US\$382,000). **(Resolution 6)**
4. To re-appoint Messrs PricewaterhouseCoopers Singapore as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Resolution 7)**
5. To transact such other ordinary business as may be transacted at an Annual Meeting of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:-

6. That authority be and is hereby given to the Board of Directors to:-

- (a) (1) issue Common Shares in the Company whether by way of rights, bonus or otherwise; and/or
- (2) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Common Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other Instruments convertible into Common Shares, and amend any such Instruments from time to time without further approval of the shareholders of the Company if and to the extent permitted by such Instrument, 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 Resolution may have ceased to be in force) issue Common Shares in pursuance of any Instrument made or granted by the Board of Directors while this Resolution was in force, provided that:-

- (1) the aggregate number of Common Shares to be issued pursuant to this Resolution (including Common Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution):
 - (i) by way of renounceable rights issues on a *pro rata* basis to shareholders of the Company ("Renounceable Rights Issues") shall not exceed 100% of the issued Nominal Capital of the Company (as defined in the Articles of Association of the Company) excluding treasury shares (as calculated in accordance with paragraph (3) below); and
 - (ii) otherwise than by way of Renounceable Rights Issues ("Other Share Issues") shall not exceed 50% of the issued Nominal Capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below), of which the aggregate number of Common Shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 20% of the issued Nominal Capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (3) below);
- (2) the Renounceable Rights Issues and Other Share Issues shall not, in aggregate, exceed 100% of the issued Nominal Capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below);
- (3) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Common Shares that may be issued under sub-paragraph (1)(i) and (1)(ii) above, the percentage of issued Nominal Capital shall be based on the issued Nominal Capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:-
 - (i) new Common 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 Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Common Shares;
- (4) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (5) (unless revoked or varied by the Company in General Meeting (as defined in the Articles of Association of the Company)) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual Meeting of the Company or the date by which the next Annual Meeting of the Company is required by law to be held, whichever is the earlier.

The Board of Directors be and is hereby instructed that no preemptive rights shall apply to any issue of Common Shares pursuant to this Resolution.

(Resolution 8)

7. That:-

- (a) the exercise by the Board of Directors or, as the case may be, Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Common Shares of par value US\$0.0001 not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), by way of market purchase(s) on the SGX-ST and/or any other stock exchange on which the Common Shares may for the time being be listed and quoted ("Other Exchange"), and otherwise in accordance with Book 2 of the Civil Code of the Netherlands Antilles, the Company's Articles of Association and 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");

- (b) unless varied or revoked by the general meeting of shareholders of the Company, 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:
 - (i) the date on which the next Annual General Meeting of the Company is held; and
 - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

- (c) in this Resolution:

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

"Equity" means the sum of the following components in the capital of the Company:

 - (a) the Nominal Capital;
 - (b) the additional paid-in share capital;
 - (c) the paid-up share premium; and
 - (d) retained earnings and other reserves,

less the losses, if any, of the Company, in so far as such losses have not yet been deducted from the reserves;

"Nominal Capital" means the sum of the nominal values of the Common Shares in issue from time to time;

"Maximum Limit" means that number of issued Common Shares representing 10% of the total number of issued Common Shares as at the date of the passing of this Resolution (excluding any Common Shares which are held as treasury shares as at that date), provided that the Equity of the Company at the time of the acquisition at least equals the Nominal Capital and as a result of the acquisition, the Equity will not fall below the Nominal Capital; and

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

- (d) 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. **(Resolution 9)**

8. That approval be and is hereby given to the Board of Directors to offer and grant options in accordance with the provisions of the LMA International N.V. Executive Share Option Plan (the "Executive Plan") and to allot and issue from time to time such number of Common Shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the Executive Plan provided that the aggregate number of Common Shares to be issued pursuant to the Executive Plan shall not exceed 15% of the issued Nominal Capital (as defined in the Articles of Association of the Company) of the Company excluding treasury shares from time to time (as determined in accordance with the Executive Plan). The Board of Directors be and is hereby instructed that no preemptive rights shall apply to any issue of Common Shares pursuant to this Resolution. **(Resolution 10)**

9. That:-

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the SGX-ST, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company's letter to shareholders dated April 7, 2009 (the "Letter"), as modified in the manner set out in the Appendix to the Letter, with any party who is of the class of interested persons described in the Appendix to the Letter provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "Shareholders' Mandate") shall, unless revoked or varied by the Company in general meeting continue in force until the conclusion of the next Annual Meeting of the Company; and
- (c) the Board of Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders Mandate and/or this Resolution. **(Resolution 11)**

Holders of shares in the capital of the Company whose shares are recorded in the Stock Register held by the Registrar of the Company in Curaçao, Netherlands Antilles ("Shareholders") who want to attend the Annual Meeting in person or by proxy, will only be admitted at the Annual Meeting when at the time of the Annual Meeting such Shareholder is registered in the Stock Register as a Shareholder of the Company.

Shareholders who have sold all their shares in the Company should forward this Annual Report and the attached Proxy Form immediately to the purchaser or to the agent through whom the sale was effected for onward transmission to the purchaser.

Shareholders who wish to attend the Annual Meeting by proxy are requested to deposit a duly completed Proxy Form at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. not less than 48 hours before the time of the Annual Meeting.

Persons holding shares in the capital of the Company through The Central Depository (Pte) Limited whose shares are entered in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) ("Depositors") will only be admitted at the Annual Meeting when 48 hours before the time of the Annual Meeting such Depositor is shown in the records of The Central Depository (Pte) Limited to have shares credited to a securities account or sub-account maintained by the Depositor at The Central Depository (Pte) Limited.

Depositors who wish to attend the Annual Meeting in person or by proxy will have to complete and deposit a CDP Proxy Form. The duly completed CDP Proxy Form must be deposited by the Depositor at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at least 48 hours before the time of the Annual Meeting.

IMPORTANT: DEPOSITORS ARE REMINDED THAT THE CDP PROXY FORMS APPOINTING THEMSELVES AS PROXIES MUST SIMILARLY BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE ANNUAL MEETING IN ORDER FOR SUCH DEPOSITORS TO BE

ABLE TO ATTEND AND/OR VOTE AT THE ANNUAL MEETING.

BY ORDER OF THE BOARD

Robin Sims
Company Secretary
April 7, 2009

Notes:

Statement Pursuant to Article 13.6 of the Articles of Association of the Company

1. Resolution 8 is to empower the Board of Directors to issue Common Shares in the Company and to make or grant instruments (such as warrants or debentures) convertible into Common Shares, and to issue Common Shares in pursuance of such instruments, up to an amount not exceeding (i) 100% of the issued Nominal Capital (as defined in the Articles of Association of the Company) excluding treasury shares for Renounceable Rights Issues and (ii) 50% of the issued Nominal Capital of the Company excluding treasury shares for Other Share Issues, of which up to 20% of the issued Nominal Capital of the Company excluding treasury shares may be issued other than on a *pro rata* basis to shareholders, provided that the Nominal Capital of the Company which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued Nominal Capital in the Company excluding treasury shares. For the purpose of determining the aggregate number of Common Shares that may be issued, the percentage of issued Nominal Capital shall be based on the issued Nominal Capital of the Company excluding treasury shares at the time that Resolution 8 is passed, after adjusting for (a) new Common 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 Resolution 8 is passed, and (b) any subsequent bonus issues, consolidation or subdivision of Common Shares.

The authority for 100% of the issued Nominal Capital of the Company excluding treasury shares for Renounceable Rights Issues is proposed pursuant to the SGX news release of February 19, 2009 which introduced further measures to accelerate and facilitate listed issuers' fund raising efforts.

2. Resolution 9 is to renew effective up to the next Annual Meeting, the Share Purchase Mandate to empower the Board of Directors to purchase or otherwise acquire issued Common Shares of the Company by way of market purchases. Particulars of the Share Purchase Mandate and the Board of Director's confirmation in support of the renewal of the Share Purchase Mandate, are set out in the Company's letter to shareholders dated April 7, 2009 accompanying the Company's Annual Report 2008.

3. Resolution 10 is to empower the Board of Directors to offer and grant options and to issue Common Shares in the capital of the Company pursuant to the exercise of options under the Executive Plan up to an amount in aggregate not exceeding 15% of the issued Nominal Capital of the Company excluding treasury shares from time to time.

4. Resolution 11 is to modify and renew effective up to the next Annual Meeting, the Shareholders' Mandate for interested person transactions to enable the Company, its subsidiaries and associated companies that are entities at risk to enter in the ordinary course of business into certain types of transactions with parties within the specified class of the Company's interested persons. Particulars of the Shareholders' Mandate, and the Audit Committee's confirmation in support of the modification to, and renewal of, the Shareholders' Mandate, are set out in the Company's letter to shareholders dated April 7, 2009 accompanying the Company's Annual Report 2008.