

NOVENTA LIMITED
(incorporated under the Companies (Jersey) Law 1991
(as amended) with Registered Number 95036)
("the Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fourth Annual General Meeting (the "AGM") of the shareholders of the Company will be held at the offices of Carey Olsen, 47 Esplanade, St. Helier, Jersey, JE1 0BD at 11am on 30 June 2010 for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1-9 will be proposed as ordinary resolutions and Resolutions 10-12 will be proposed as special resolutions:

Terms not otherwise defined in this Notice and in the Resolutions shall have the same meaning as given to them in the letter dated 10 June 2010 to which this Notice is attached

ORDINARY RESOLUTIONS

1. **THAT** the Annual Report and Financial Statements of the Company for the year ended 31 December 2009, together with the report of the auditors thereon, be approved.
2. **THAT** Mr. Kean Hua Chung be re-appointed as a Director in accordance with Article 19(2)(a) of the articles of association of the Company (the "**Articles**").
3. **THAT** Mr. Patrick Lawless be re-appointed as a Director in accordance with Article 19(2)(a) of the Articles.
4. **THAT** Dr. Ernst Joachim Martin be re-appointed as a Director in accordance with Article 19(2)(a) of the Articles.
5. **THAT** Mr. Guy Coltman be re-appointed as a Director in accordance with Article 19(2)(a) of the Articles.
6. **THAT** Mr. John Allan, who retires by virtue of Article 19(2)(b) of the Articles, be re-appointed as a Director in accordance with such Article.
7. **THAT** Deloitte LLP, UK be re-appointed as auditors for the Company for the current financial year.
8. **THAT** the Directors be authorised to fix the remuneration of the auditors.
9. **THAT** subject to and conditional on Resolution 12 below being passed, the directors be generally and unconditionally authorised in accordance with Article 4(1) of the Articles to exercise all or any of the powers of the Company pursuant to the Articles to allot, grant options and/or warrants over or otherwise dispose of equity securities (as that term is defined

in the Articles) up to an aggregate nominal amount of £230,584.32 being 576,460,800 ordinary shares of £0.0004 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months of the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2011, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to such offer or agreement as if the authority conferred on them hereby had not expired.

SPECIAL RESOLUTIONS

10. **THAT** the Noventa share option plan in the form attached to this notice be adopted as the new share option plan of the Company (the "**Share Option Plan**").
11. **THAT** the articles of association in the form attached to this notice be adopted as the new articles of association of the Company in substitution of the existing articles of association and that they be filed with the Registrar of Companies in Jersey.
12. **THAT** the directors be generally and unconditionally authorised, in accordance with Article 4(2) of the Articles, to allot, grant options and/or warrants over or otherwise dispose of equity securities (as that term is defined in the Articles) wholly for cash pursuant to the authority conferred in Resolution 9 as if the pre-emption provisions of Article 4(2) of the Articles did not apply to the allotment, provided that this power:
 - (a) shall expire on the earlier of 15 months from the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2011, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to such offer or agreement as if the authority conferred on them hereby had not expired,
 - (b) shall be limited to any of the following circumstances:
 - (i) to the allotment of equity securities in connection with a rights issue, open offer or pre-emptive offer to holders on the register of the ordinary shares of the Company on a date fixed by the directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them on that date but the directors of the Company may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange;

- (ii) up to 25,000,000 equity securities which may be required to be allotted in connection with the Share Option Plan, the previous version of the share option plan, any share options that have been issued and which are to be governed by the Share Option Plan and/or any options that have previously been issued outside the previous share option plan;
- (iii) up to 21,460,966 equity securities which may be required to be allotted by the Company in connection with the October 2009 financing; and
- (iv) to the allotment (other than under paragraph (b)(i) to (iii) above) of equity securities wholly for cash or otherwise up to an aggregate nominal amount not exceeding £200,000 being 500,000,000 ordinary shares on such terms and to such persons as the board of the Company may determine such authority to allot being in addition to any authority given in the Articles or otherwise to allot equity securities without any rights of pre-emption.

By order of the Board

Grange Corporate Services Limited
Secretary

Registered Office:
Third Floor
Mielles House
La Rue des Mielles
St Helier
Jersey
JE2 3QD

Dated: 10 June 2010

NOTES:

- (a) In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999 the time by which a person must be entered on the register of members of the Company in order to have the right to attend or vote at the AGM is at 11.00am on 28 June 2010. If the AGM is adjourned, the time by which a person must be entered on the register

of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.

- (b) A member of the Company entitled to attend and vote at the AGM convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak, and on a poll, vote at that meeting on his behalf. A proxy need not be a member of the Company. Appointment of proxies does not preclude shareholders from attending and voting at the AGM should they wish to do so.
- (c) A proxy may only be appointed using the procedures set out in these notes and the enclosed proxy form. To appoint a proxy, a member must complete, sign and date the enclosed proxy form and deposit it at the office of Capita Registrars Limited, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the AGM or any adjourned meeting at which the proxy is to vote. The form of proxy must be completed under the hand of the appointor or his duly authorized attorney. In the case of a member which is a company, the proxy form must be executed under its common seal or under the hand of an officer or attorney so authorised. Any power of attorney or any other authority under which the proxy form is signed (or a notarially certified copy of such power of attorney or authority) must be enclosed with the proxy form.
- (d) CREST members who wish to appoint a proxy or proxies or to give an instruction to a proxy (whether previously appointed or otherwise) by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) thereof, by utilising the procedures described in the CREST Manual. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted via the CREST system so as to be received by Capita Registrars Limited (whose CREST ID is RA10) by the latest time for receipt of proxy appointments specified in note (c) above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Companies (Uncertificated Securities) (Jersey) Order 1999.
- (e) A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (f) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Failure to specify the number of shares each proxy appointment

relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointment being invalid. To appoint more than one proxy, please contact Capita Registrars Limited.

- (g) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given in the proxy form, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
- (h) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- (i) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Any amended proxy appointment received after the time for holding the AGM or any adjourned meeting will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars Limited.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

- (j) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars Limited. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Registrars Limited no later than the commencement of the AGM or adjourned meeting at which the vote is given or, in the case of a poll taken more than 48 hours after it is demanded, before the time appointed for taking the poll.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

- (k) Directors' Service contracts and the Register of Directors' Interests in the Share Capital of the Company are available from the Registered Office of the Company during usual business hours on weekdays from the date of this notice until the date of the meeting.