

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of AZTECH GROUP LTD will be held at 10 Eunos Road 8, Level 5, Theatre, Singapore Post Centre, Singapore 408600 on Friday, April 26, 2013 at 10.00 am for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended December 31, 2012 together with the Directors' Report and Auditors' Report thereon. **[Resolution 1]**
2. To approve Directors' fees of S\$315,000 for the financial year ending December 31, 2013. (2012: S\$315,000) **[Resolution 2]**
3. To re-elect Mr Khoo Ho Tong under Section 153 of the Companies Act as a Director. **[Resolution 3]**
4. To re-elect Mr Martin Chia Heok Miin who is retiring under Article 107 of the Articles of Association as a Director. **[Resolution 4]**
5. To re-appoint Messrs Deloitte & Touche as auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. To transact any other routine business which may be properly transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

7. That authority be and is hereby given to the Directors to:
  - (a) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require 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 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; and
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
  - (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50 percent of the total number of issued Shares excluding treasury Shares (as calculated in accordance with paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 percent of the total number of issued Shares excluding treasury Shares (as calculated in accordance with paragraph (2) below);
  - (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares excluding treasury Shares at the time this Resolution is passed, after adjusting for:
    - (i) new Shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and
    - (ii) any subsequent bonus issue or consolidation or subdivision of Shares;
  - (3) 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
  - (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall 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 the earlier. **[Resolution 6]**
8. That approval be and is hereby given to the Directors to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Aztech Group Employees' Share Option Scheme 2000 which was approved by the shareholders at an Extraordinary General Meeting of the Company on March 10, 2000 ("ESOS 2000"), PROVIDED ALWAYS THAT the aggregate number of shares to be issued pursuant to the ESOS 2000 shall not exceed fifteen per cent (15%) of the total issued share capital of the Company from time to time. **[Resolution 7]**

**9. THAT :**

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Cap. 50) ("Companies Act"), the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("Shares"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-
  - (i) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and/or
  - (ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable;

be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

- (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:-
  - (i) the date on which the next annual general meeting of the Company is held or required by law to be held (unless renewed at such meeting);
  - (ii) the date on which the Share purchases are carried out to the full extent mandated; or
  - (iii) the time when the authority conferred by the Share Buyback Mandate is revoked or varied by the shareholders of the Company in general meeting.
- (c) in this Resolution:

"**Prescribed Limit**" means ten per cent (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:-

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares;

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (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 by this Resolution. **[Resolution 8]**

**By Order of the Board**

Ms Pavani Nagarajah  
Company Secretary  
April 11, 2013  
Singapore

**Notes:**

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.  
A proxy need not be a member of the Company.  
The instrument appointing a proxy must be deposited at the Company's registered office at 31 Ubi Road 1, Aztech Building, Singapore 408694 at least 48 hours before the time of the Meeting.
- (ii) Resolution 2 is to facilitate payment of Directors' fees during the financial year in which the fees are incurred. The Directors' fees will be paid in 4 equal installments on a quarterly basis, within 30 days of the end of each quarter. The aggregate amount of Directors' fees provided in the resolution is calculated on the assumption that all the present Directors will hold office for the whole of the financial year ending December 31, 2013 ("FY 2013"). Should any of the other Directors hold office for only part of FY 2013 and not the whole of FY 2013, the Director's fee payable to him will be appropriately pro-rated.
- (iii) If re-elected under Resolution 3, Mr Khoo Ho Tong will remain the Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees and will be considered an Independent Director of the Company.
- (iv) If re-elected under Resolution 4, Mr Martin Chia Heok Miin will remain and will be considered an Executive Director of the Company.
- (v) Resolution 6 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50%, of which up to 20% may be issued other than on a pro rata basis to shareholders, of the issued shares (excluding treasury shares) in the capital of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time that Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (vi) Resolution 7, if passed, will empower the Directors to issue shares pursuant to the exercise of options under the Aztech Group Employees' Share Option Scheme 2000, which was approved by the shareholders at an Extraordinary General Meeting of the Company on March 10, 2000 ("ESOS 2000"), provided always that the aggregate number of shares to be issued pursuant to ESOS 2000 shall not exceed fifteen per cent (15%) of the Company's issued share capital for the time being. This authority will continue in force until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.
- (vii) Explanatory Statement to Ordinary Resolution 8  
Resolution for the Renewal of the Share Buyback Mandate