

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of ACE Achieve Infocom Limited (the "Company") will be held at Serai Room, Level 4, Village Hotel Katong, 25 Marine Parade, Singapore 449536 on Thursday, 28 August 2014 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 30 April 2014 together with the Auditors' Report thereon **Resolution 1**
2. To declare a first and final dividend of RMB0.002 per ordinary share (tax not applicable) for the financial year ended 30 April 2014 (2013: Nil). **Resolution 2**
3. To approve the payment of Directors' fees of S\$70,000.00 for the financial year ended 30 April 2014 (2013: S\$70,000.00). **Resolution 3**
4. To note the retirement of Mr Ong Tiew Siam as a director of the Company pursuant to Bye-Law 86(1) of the Company's Bye-Laws. [Mr Ong Tiew Siam who is retiring pursuant to Bye-Law 86(1) of the Company's Bye-Laws has indicated that he will not be seeking re-election as a Director of the Company. Upon Mr Ong Tiew Siam's retirement, he will cease to be the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee.]
5. To re-elect Ms Yang Fan, a Director of the Company retiring pursuant to Bye-Law 85(6) of the Company's Bye-Laws. **Resolution 4**
6. To note that Messrs Moore Stephens LLP has indicated their intention not to seek re-appointment as auditors of the Company at this meeting.
[The Company will have to convene a Special General Meeting to appoint new auditors.]
7. 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 Ordinary Resolution, with or without modifications:-

8. Authority to allot and issue shares

"That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Listing Rules"), the Directors of the Company be empowered to:

- (a) (i) issue shares in 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) options, 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 is in force,
- provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-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 twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (iii) any subsequent bonus issue, consolidation or sub-division 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 Bye-Laws 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 AGM of the Company or the date by which the next AGM of the Company is required by law and the Listing Rules to be held, whichever is the earlier.

[See Explanatory Note 1]

Resolution 5

BY ORDER OF THE BOARD

Shirley Lim Guat Hua
Company Secretary

Singapore: 13 August 2014

Explanatory Notes:

1. Special Business – Item 8 of the Notice of AGM

The Ordinary Resolution 5 proposed in item no. 8, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new 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 when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. A Member (other than The Central Depository (Pte) Limited (the "Depository")) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote instead of him. If the Member is the Depository, the Depository may appoint more than two proxies to attend and vote at the meeting. A proxy need not be a member of the Company.
2. Where a Member appoints two proxies, he shall specify the proportion of his shareholding (expressed as percentage of the whole) to be represented by each proxy.
3. The Proxy Form shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same or, in the case of the Depository, signed by its duly authorised officer by some method or system of mechanical signature as the Depository may deem fit.
4. The Proxy Form and the power of attorney or other authority (if any) under which it is signed on behalf of the appointor, or a certified copy of such power or authority, shall be delivered to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the Meeting.