



ADVANCED SYSTEMS AUTOMATION LIMITED
(Company Registration No. 198600740M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of Advanced Systems Automation Limited (the "Company"), will be held at Block 25, Kallang Avenue, #06-01, Kallang Basin Industrial Estate, Singapore 339416 on Thursday, 30 April 2015 at 1.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the year ended 31 December 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Dato' Michael Loh Soon Gnee who is retiring pursuant to Article 105 of the Articles of Association of the Company. **(Resolution 2)**
Dato' Michael Loh Soon Gnee is an Executive Director of the Company. Resolution 2, as set up above, if passed, will re-elect him as a Director of the Company. Detailed information of him can be found in the "Board of Directors" section of the Company's Annual Report 2014.
- To re-appoint Dato' Khor Gark Kim as a Director pursuant to Section 153(6) of the Companies Act, Cap. 50. **(Resolution 3)**

Notes:

- Dato' Khor Gark Kim shall, upon re-appointment as a Director of the Company, remain as the Chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nominating Committee.*
 - Dato' Khor Gark Kim is considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST").*
- To approve the payment of Directors' fees of S\$127,397 for the financial year ended 31 December 2014 (31 December 2013: S\$112,000). **(Resolution 4)**
 - To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 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 resolutions as Ordinary Resolutions, with or without modifications:

7. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - 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 or exchangeable 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

- (notwithstanding 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 ALWAYS THAT:

- 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 but excluding Shares which may be issued pursuant to any adjustments effected under any relevant instrument), does not exceed 100 per cent of the total number of issued Shares (excluding treasury shares, 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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant instrument) does not exceed 50 per cent of the total number of issued Shares (excluding treasury shares, as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) as at the date of passing of this Resolution after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities and share options and/or share awards that have been issued pursuant to any previous shareholder approval and which are outstanding as at the date of passing this Resolution, provided the shares options were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue or consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, or made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

[See Explanatory Note (i) below]

(Resolution 6)

8. REVIEW OF SHAREHOLDERS' MANDATE FOR TRADE RELATED TRANSACTIONS WITH ASTI GROUP OF COMPANIES AS INTERESTED PERSON TRANSACTIONS

- That approval be and is hereby given for the purpose of Chapter 9 of the Catalist Rules, for the Company and its subsidiaries and associated companies, or any of them, from time to time to enter into Trade Related Transactions (which constitute Interested Person Transactions under Chapter 9 of the Catalist Rules with ASTI Holdings Limited and its subsidiaries and associated companies as set out in Appendix 3 to the Annual Report, provided that such transactions are entered into in accordance with the Review Procedures for Trade Related Transactions as set out in the aforesaid Appendix 3, and that such approval (the "IPT Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company; and
- That 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 all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

[See Explanatory Note (ii) below]

(Resolution 7)

By Order of the Board

Nancy Quek/Theng Searn Por (Zhuang Shengbo)

Company Secretaries

Singapore, 14 April 2015

Explanatory Notes:

- Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting ("this Meeting") until the date 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 or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, as follows:

- in any pro-rata issue of Shares, up to a number not exceeding, in total, 100 per cent of the total number of issued Shares (excluding treasury shares); and
- in any issue of Shares other than on a pro-rata basis, up to a number not exceeding 50 per cent of the total number of issued Shares (excluding treasury shares).

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares) at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- Ordinary Resolution 7 proposed in item 8 above, if passed, will renew the IPT Mandate first approved by the shareholders of the Company on 27 October 2008 to facilitate the Company, its subsidiaries and associated companies to enter into the Interested Person Transactions, the details of which are set out in Appendix 3 to the Annual Report. The IPT Mandate will 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 is required by law to be held or when varied or revoked by the Company at a general meeting.

Notes:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him/her. Such proxy need not be a member of the Company and where there are two proxies, the number of shares to be represented by each proxy must be stated. If a member is a corporation, the instrument appointing a proxy must be under seal or the hand of an officer or attorney duly authorised. The instrument appointing a proxy must be lodged at the Registered Office of the Company at Block 25 Kallang Avenue, #02-01 Kallang Basin Industrial Estate, Singapore 339416 not less than 48 hours before the time set for holding the Meeting.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purpose, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd. for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.