

Aztech

AZTECH GLOBAL LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200909384G)

NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL <https://www.aztechglobal.com/agm>. A printed copy of this Notice will NOT be despatched to members.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **AZTECH GLOBAL LTD.** (the "Company") will be convened and held by way of electronic means on **Friday, 30 April 2021 at 10.00 a.m. (Singapore time)**, for the following businesses:

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' Statement and Auditors' Report thereon. **[Resolution 1]**
2. To declare a final one-tier tax exempt dividend of S\$0.02 per ordinary share for the financial year ended 31 December 2020. **[Resolution 2]**
3. To approve Directors' fees of S\$218,222.21 for the financial year ending 31 December 2021. **[Resolution 3]**
4. To re-elect Mr Mun Weng Hung, retiring pursuant to regulation 97 of the Company's constitution (the "Constitution"), and who, being eligible, will offer himself for re-election. **[Resolution 4]**
5. To re-elect Mr Tan Teik Seng, retiring pursuant to regulation 96 of the Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 5]**
6. To re-elect Mr Tan Jwee Meng, retiring pursuant to regulation 96 of the Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 6]**
7. To re-elect Mr Huang Junli Christopher, retiring pursuant to regulation 96 of the Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 7]**
8. To re-appoint Messrs BDO LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 8]**
9. 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 (with or without amendments) as Ordinary Resolutions:

10. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act (Cap. 50 of Singapore) and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), 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 fifty per cent. (50%) 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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) 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 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 or vesting of share awards which were issued and 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 Constitution 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 9]

11. Authority to grant Options and to allot and issue Shares in accordance with the Aztech Employee Share Option Scheme ("Aztech ESOS")

"That pursuant to Section 161 of the Companies Act and the Listing Manual of the SGX-ST, approval be and is hereby given to the Directors of the Company to:

- (a) offer and grant Options in accordance with the provisions of the Aztech ESOS; and
- (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options under the Aztech ESOS,

provided that the aggregate number of Shares to be allotted and issued pursuant to the Aztech ESOS on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding the date on which the Option is granted."

[Resolution 10]

12. **Authority to grant Awards and to allot and issue Shares under the Aztech Performance Share Plan (“Aztech PSP”)**

“That pursuant to Section 161 of the Companies Act and the Listing Manual of the SGX-ST, approval be and is hereby given to the Directors of the Company to:

- (a) grant Awards in accordance with the provisions of Aztech PSP; and
- (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the release of the Awards under the Aztech PSP,

provided that the aggregate number of Shares to be allotted and issued pursuant to the release of the Awards under the Aztech PSP on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares of the Company (excluding Shares held by the Company as treasury shares) on the day immediately preceding the date on which the Award is granted.” **[Resolution 11]**

13. **Authority to allot and issue Shares pursuant to the Aztech Scrip Dividend Scheme**

“That pursuant to Section 161 of the Companies Act and the Listing Manual of the SGX-ST, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the Aztech Scrip Dividend Scheme.”

[Resolution 12]

By Order of the Board

Ms Pavani Nagarajah
Company Secretary
15 April 2021
Singapore

Explanatory Notes:

a. Ordinary Resolution 3

Ordinary Resolution 3, if passed, will facilitate payment of the Directors’ fees for the financial year ending 31 December 2021. The Directors’ fees for Mr Mun Hong Yew, Mr Mun Weng Hung, Mr Tan Teik Seng, Mr Tan Jwee Meng and Mr Huang Junli Christopher will be paid in four (4) installments on a quarterly basis, within 30 days of the end of each quarter, with the payment for the first quarter of the year to be paid within 30 days of the receipt of approval of the members at the forthcoming Annual General Meeting. The aggregate amount of Directors’ fees for the said Directors is calculated on the assumption that: (a) Mr Mun Hong Yew and Mr Mun Weng Hung will hold office for the whole of the financial year ending 31 December 2021; and (b) Mr Tan Teik Seng, Mr Tan Jwee Meng and Mr Huang Junli Christopher will each hold office for the period from 19 February 2021 to 31 December 2021.

b. Ordinary Resolutions 4, 5, 6 and 7

Mr Mun Weng Hung will, upon re-election, remain as an Executive Director of the Company.

Mr Tan Teik Seng shall, upon re-election as a Director of the Company, remain the Lead Independent Director, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

Mr Tan Jwee Meng shall, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee.

Mr Huang Junli Christopher shall, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

The profiles of Mr Mun Weng Hung, Mr Tan Teik Seng, Mr Tan Jwee Meng and Mr Huang Junli Christopher can be found in the “Board of Directors” section of the Company’s Annual Report 2020 and the additional information required by Rule 720(6) of the Listing Manual of the SGX-ST is provided in the “Additional Information on Directors Seeking Re-election” section of the Company’s Annual Report 2020.

c. Ordinary Resolution 9

Ordinary Resolution 9, if passed, will 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 fifty per cent. (50%), of which up to twenty per cent. (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 Ordinary Resolution 8 is passed, after adjusting for (a) 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 that Ordinary Resolution 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision or shares. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company, or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

d. Ordinary Resolution 10

Ordinary Resolution 10, if passed, will empower the Directors to offer and grant Options under the Aztech ESOS and to allot and issue new ordinary Shares in the capital of the Company upon the exercise of such Options in accordance with the Aztech ESOS as may be modified by the Committee from time to time, provided that the aggregate number of Shares to be allotted and issued pursuant to the Aztech ESOS and any other share option schemes or share schemes of the Company shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an Option is made.

e. Ordinary Resolution 11

Ordinary Resolution 11, if passed, will empower the Directors to grant Awards and to issue and allot Shares pursuant to the Aztech PSP. The grant of Awards under the Aztech PSP will be made in accordance with the provisions of the Aztech PSP. The aggregate number of Shares which may be issued pursuant to the Aztech PSP and any other share option schemes or share schemes of the Company shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding the date on which the Award is granted.

f. Ordinary Resolution 12

Ordinary Resolution 12, if passed, will authorise the Directors to allot and issue shares of the Company pursuant to the Aztech Scrip Dividend Scheme ("Scrip Dividend Scheme") to participating shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount, in whole or in part, of that qualifying dividend.

On 30 March 2021, the Company announced the adoption of the Scrip Dividend Scheme. The terms and conditions of the Scrip Dividend Scheme are set out in the Scrip Dividend Scheme Statement appended to the Company's announcement dated 30 March 2021 entitled "Adoption of Scrip Dividend Scheme and Application of Scrip Dividend Scheme to FY2020 Final Dividend" which is available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Notes:

- (i) The Annual General Meeting ("AGM") will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company's website at <https://www.aztechglobal.com/agm>, and will also be made available on the SGXNet's website at www.sgx.com/securities/company-announcements.
- (ii) **Due to the current COVID-19 situation and the related elevated safe distancing measures in Singapore, a member will not be able to attend the AGM in person.** Details on the alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" webcast or "live" audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Company's notice dated 15 April 2021 titled "Important Notice to Shareholders in relation to the Company's Annual General Meeting on 30 April 2021" ("**Notice to Shareholders**"). For the avoidance of doubt, the Notice to Shareholders is circulated together with and forms part of this Notice of AGM in respect of the AGM. Shareholders may participate at the AGM by taking note of the steps set out in the Notice to Shareholders.
- (iii) Shareholders who wish to participate at the AGM by watching the AGM proceedings via "live" webcast must pre-register at <https://www.aztechglobal.com/agm> no later than **10.00 a.m. on 27 April 2021** to enable the Company to verify their status as shareholders. The Company may switch to a "live" audio-only stream, in the event that the Company is unable, for any reason, to conduct a "live" webcast.
- (iv) If shareholders have any questions in relation to any of the resolutions tabled for approval at the AGM, shareholders may send their queries in advance of the AGM, by **10.00 a.m. on 26 April 2021**, via electronic mail to the Company's corporate secretarial team at agm@aztech.com, or by post to 31 Ubi Road 1, #01-05, Singapore 408694. The Company will endeavour to address substantial and relevant queries from shareholders either prior to or at the AGM. Please note that the Company is unable to take on questions at the AGM during the "live" webcast, and therefore it is important for shareholders to submit their queries in advance of the AGM.

- (v) A member (whether individual or corporate) that wishes to exercise his/her/its voting rights at the AGM must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company. The proxy form is available on the Company's website at <https://www.aztechglobal.com/agm> and on SGXNet's website at www.sgx.com/securities/company-announcements. Printed copies of the proxy form will not be sent to members.
- (vi) The proxy form appointing the Chairman of the AGM as the proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be:
 - (a) if sent personally or by post, deposited with: Aztech Global Ltd., c/o B.A.C.S. Private Limited, at 8 Robinson Road #03-00 ASO Building, Singapore 048544; or
 - (b) if submitted by electronic mail, received by the Company at agm@aztech.com,

in either case, by **10.00 a.m.** on **27 April 2021**, being seventy-two (72) hours before the time of the AGM, and in default, the instrument of proxy shall be treated as invalid.

In view of the current COVID-19 situation and the related elevated safe distancing measures in Singapore, it may be difficult for members to submit completed proxy forms by post and for the Company to process completed proxy forms which are submitted by post. There may also be delays in the delivery of completed proxy forms which are submitted by post. **Therefore, members are strongly encouraged to submit duly completed proxy forms electronically via electronic mail.** If a member elects to submit duly completed proxy forms electronically via electronic mail, all subsequent correspondence with the Company in relation to the AGM shall be conducted via electronic mail, and sent to the same electronic mail address from which the proxy forms were submitted.

- (vii) The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointer or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (viii) Persons who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Cap. 50 of Singapore)), other than Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through the live webcast; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.
- (ix) In addition, CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10.00 a.m.** on **21 April 2021**, being seven (7) working days before the date of the AGM.
- (x) The Annual Report 2020, Notice of AGM and proxy form for the AGM will be disseminated to shareholders solely by electronic means via publication on the Company's corporate website at <https://www.aztechglobal.com/agm> and will also be made available on SGXNet's website at www.sgx.com/securities/company-announcements. Printed copies of these documents will not be sent to shareholders.

Personal data privacy:

By submitting an instrument appointing the Chairman of the AGM as the proxy to attend, speak and vote at the AGM and/or any adjournment thereof (whether by hand, post or electronic mail), 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 or service providers) for the purposes of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, 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.