



AEM HOLDINGS LTD.
 Registration Number: 200006417D
 (Incorporated in the Republic of Singapore)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting of the Company will be at 8 Wilkie Road #03-08 Wilkie Edge Singapore 228095 on Thursday, 27 April 2017 at 3:00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

- To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2016 with the Auditors' Report thereon. Resolution 1
- To declare a final exempt (one-tier) dividend of S\$0.013 per ordinary share for the year ended 31 December 2016. Resolution 2
- To re-elect the following Director retiring pursuant to the Company's Constitution:
Mr Loke Wai San (Article 103) Resolution 3
- To re-elect the following Director retiring pursuant to the Company's Constitution:
Mr Toh Hsiang-Wen Keith (Article 103) Resolution 4
Note: Mr Toh Hsiang-Wen Keith shall, upon re-election as Director of the Company, remain as Director of the Company and as a member of the Audit and Remuneration Committees. Mr Toh Hsiang-Wen Keith shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the Directors' fees of \$239,000 for the financial year ending 31 December 2017, payable quarterly in arrears. Resolution 5
- To re-appoint KPMG LLP as the Auditors for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 6

AS SPECIAL BUSINESS

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

- Proposed Share Issue Mandate** Resolution 7
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorized and empowered to:
 - issue shares in 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) 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 of the Company 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 of the Company while this Resolution was in force, provided that:
 - 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 centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below);
 - (subject to such 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 (A) 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:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - 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 of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority 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 earlier.
[See Explanatory Note (i)]
- Grant of options and issue of additional shares pursuant to AEM Holdings Employee Share Option Scheme 2014** Resolution 8
That:
 - approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the AEM Holdings Employee Share Option Scheme 2014; and
 - approval be and is hereby given to the Directors to exercise full powers of the Company to issue and allot shares in the capital of the Company as may be required to be issued and allotted, in connection with or pursuant to the exercise of the options granted under the AEM Holdings Employee Share Option Scheme 2014; provided that the aggregate number of shares to be issued and allotted pursuant to the AEM Holdings Employee Share Option Scheme 2014 shall not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.
[See Explanatory Note (ii)]
- Share Purchase Mandate Renewal** Resolution 9
That:
 - for the purposes of the Companies Act of Singapore, Chapter 50 (the "Companies Act"), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire fully paid issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the "Maximum Limit" (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - market purchase(s) on the SGX-ST and/or any other stock exchange on which the Shares may from the time being listed and quoted ("**Other Exchange**"); and/or
 - off-market purchase(s) if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange in accordance with any equal access scheme(s) as may be determined or formulated by the Directors 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, regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
 - unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company is held; and
 - the date by which the next annual general meeting of the Company is required by law to be held; and
 - the Directors of the Company and each of them be and are hereby authorised and empowered to do all such other acts and things as they may consider necessary, desirable or expedient in the interests of the Company in connection with or for the purposes of giving full effect to the Share Purchase Mandate.
In this Resolution:
"Maximum Limit" means that number of issued Shares representing ten per cent (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and
"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:
 - in the case of a market purchase of a Share, one hundred and five per cent (105%) of the Average Closing Price of the Shares; and
 - in the case of an off-market purchase of a Share pursuant to an equal access scheme, one hundred and ten per cent (110%) of the Average Closing Price of the Shares.
where:-
"Average Closing Price" means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of 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 in accordance with the listing rules of the SGX-ST for any corporate action which 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 purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the off market purchase.
[See Explanatory Note (iii)]
- To transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- The proposed Resolution 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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.
- The proposed Resolution 8 above, if passed, will empower the Directors to take certain actions relating to the AEM Holdings Employee Share Option Scheme 2014. Directors may exercise their power to issue and allot shares in the Company pursuant to the exercise of options under the AEM Holdings Employee Share Option Scheme 2014, provided that the aggregate number of shares to be issued and allotted shall not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time. This authority is in addition to the general authority to issue shares sought under Ordinary Resolution No. 7.
- The proposed Resolution 9 above, if passed, will empower the Directors of the Company from the date of above Meeting until the date of the next Annual General Meeting, 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 in general meeting, whichever is the earlier, to make on-market and off-market purchases or acquisitions of ordinary shares of the Company up to ten per cent (10%) of the issued shares in the capital of the Company as at the date of this Resolution at a Maximum Price (as defined in Resolution 9 above). Detailed information on the Share Purchase Mandate (as defined in Resolution 9 above) is set out in the Letter to Shareholders dated 5 April 2017.

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the Register of Members and Share Transfer Books of AEM Holdings Ltd. (the "Company") will be closed on 23 May 2017 for the purpose of determining members' entitlements to a final exempt (one-tier) dividend of S\$0.013 per ordinary share in respect of the financial year ended 31 December 2016 ("Proposed Final Dividend"). The Proposed Final Dividend, if approved by shareholders at the 2017 Annual General Meeting, will be paid on 31 May 2017.

Duly completed transfers received by the Company's Share Registrar, Intertrust Singapore Corporate Services Pte Ltd at 3 Anson Road #27-01 Singapore 079909 up to the close of business at 5:00 p.m. on 22 May 2017 will be registered to determine members' entitlements to the Proposed Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited ("CDP") are credited with ordinary shares in the capital of the Company as at 5:00 p.m. on 22 May 2017 will be entitled to the Proposed Final Dividend.

In respect of shares in Securities Accounts with CDP, the Proposed Final Dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

By Order Of the Board

Soh Wai Kong
Company Secretary

Date: 5 April 2017

Notes:

- A member entitled to attend and vote at a general meeting is entitled to appoint no more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
- Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at a general meeting. Relevant intermediary is either:
 - a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity; or
 - the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 52 Serangoon North Avenue 4 Singapore 555853 not less than 48 hours before the meeting.
- A proxy need not be a member of the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM 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 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) 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 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 5 April 2017 issued by AEM Holdings Ltd. ("**Circular**").*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of AEM Holdings Ltd. ("**Company**") will be held at 8 Wilkie Road #03-08 Wilkie Edge Singapore 228095 on 27 April 2017 at 3.30 p.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTIONS

Resolution 1

Termination of the existing AEM Performance Share Plan

That, subject to and contingent upon the passing of Resolution 2 below:

- the existing AEM Performance Share Plan adopted on 29 April 2008 ("**AEM PSP 2008**") be and is hereby terminated, provided that such termination shall be without prejudice to the rights of holders of awards granted and outstanding under the AEM PSP 2008 as at the date of its termination; and
- the Directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things and to execute such documents as they may consider necessary, desirable or expedient to give effect to this Resolution.

Resolution 2

Adoption of the AEM Performance Share Plan 2017

That:

- a new performance share plan to be known as the "AEM Performance Share Plan 2017" ("**AEM PSP 2017**"), the details and rules whereof are set out in the Circular and under which awards of fully-paid Shares ("**Awards**") may be granted to selected Participants, be and is hereby approved and adopted;
- the Directors of the Company or its Committee be and are hereby authorised:
 - to establish and administer the AEM PSP 2017; and
 - to modify or amend the AEM PSP 2017 from time to time provided that such modification or amendment is effected in accordance with the provisions of the AEM PSP 2017 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the AEM PSP 2017;
- the Directors of the Company or its Committee be and are hereby authorised to offer and grant Awards in accordance with the rules of the AEM PSP 2017 and to issue such number of fully-paid new Shares and/or transfer such number of existing Shares held in treasury, free of charge, as may be required to be delivered from time to time pursuant to the vesting of Awards under the AEM PSP 2017; and
- the Directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things and to execute such documents as they may consider necessary, desirable or expedient to give effect to this Resolution.

Resolution 3

Amendments to the AEM Holdings Employee Share Option Scheme 2014

That:

- the proposed amendments to the AEM Holdings Employee Share Option Scheme 2014 ("**AEM ESOS 2014**") as set out in Appendix B to the Circular be and are hereby approved and adopted;
- the Directors of the Company or its Committee be and are hereby authorised to offer and grant options in accordance with the rules of the amended AEM ESOS 2014 and to issue such number of new Shares and/or transfer such number of existing Shares held in treasury as may be required to be delivered from time to time pursuant to the exercise of options under the amended AEM ESOS 2014; and
- the Directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things and to execute such documents as they may consider necessary, desirable or expedient to give effect to this Resolution.

SPECIAL RESOLUTION

Resolution 4

Adoption of the new Constitution

That:

- the new constitution of the Company as contained in Appendix D to the Circular be and is hereby approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the existing constitution (in the form of a memorandum and articles of association) of the Company; and
- the Directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things and to execute such documents as they may consider necessary, desirable or expedient to give effect to this Resolution.

By Order of the Board

Loke Wai San
Non-Executive Chairman

Singapore
5 April 2017

NOTES:

- Except for a member who is a relevant intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the "Act"), a member of the Company entitled to attend and vote at the Extraordinary General Meeting ("EGM") is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative to attend and vote on its behalf. A proxy need not be a member of the Company.
- Pursuant to Section 181(1C) of the Act, a member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to each proxy appointed shall be specified in the instrument appointing a proxy or proxies.
- Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
- The instrument of proxy shall be under the hand of the member or by its attorney duly authorised in writing, or if the member is a corporation, under seal or under the hand of its attorney duly authorised in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.
- The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 52 Serangoon North Avenue 4, Singapore 555853 not less than 48 hours before the time fixed for holding the EGM in order for the proxy to be entitled to attend and vote at the EGM.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 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.