

# MFS

## TECHNOLOGY LIMITED

Company Registration Number: 200009562R

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "**EGM**") of MFS Technology Ltd (the "**Company**") will be held at 12 Ang Mo Kio Street 64, #01-01 UE BizHub CENTRAL Block A, Singapore 569088 on Friday, 26 February 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as a special resolution.

*All references to the Circular in this Notice of EGM shall mean the Company's Circular to Shareholders dated 4 February 2016 (the "**Circular**"). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.*

#### **SPECIAL RESOLUTION – PROPOSED CAPITAL REDUCTION**

**THAT** pursuant to Article 10(B) of the Articles of Association comprising part of the Constitution of the Company and contingent upon the approval of the High Court of the Republic of Singapore:

- (a) the issued share capital of the Company shall be reduced by the sum of S\$70,132,695.24, and such reduction be effected by returning the sum of S\$70,132,695.24 from the issued share capital of the Company to Shareholders on the basis of S\$0.10733 for each issued ordinary share in the capital of the Company held by a Shareholder or on his/her behalf as at a books closure date to be determined by the Directors (the "**Proposed Capital Reduction**"); and
- (b) each of the Directors be and is hereby authorised to do and complete all such acts and things, including without limitation, to negotiate, sign, execute and deliver all such documents and to approve any amendments, alterations or modifications to any documents, as he may consider necessary, desirable or expedient to give effect to the Proposed Capital Reduction.

#### **By Order of the Board**

Hee Siew Fong  
Company Secretary

4 February 2016

#### **Notes:**

1. A member of the Company ("**Shareholder**") entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy need not be a Shareholder.
2. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 12 Ang Mo Kio Street 64, #01-01 UE BizHub CENTRAL, Singapore 569088 not less than 48 hours before the time appointed for holding the EGM.
3. 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 Shareholder (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxy(ies) and/or representative(s) 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**"), (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 (c) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.