



Acma Ltd

ACMA LTD

(Company Registration No.: 196500233E)

(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Ninth Annual General Meeting of ACMA Ltd. will be held on Tuesday, 29 April 2014 at 9.00 a.m. at 17 Jurong Port Road, Singapore 619092, to transact the following

businesses: -

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **[Resolution 1]**
2. To approve the proposed Directors' fee of S\$114,000/- for the financial year ended 31 December 2013. [2012: S\$96,667/-] **[Resolution 2]**
3. To re-elect Mr Quek Sim Pin, a Director retiring pursuant to Article 93 of the Company's Articles of Association. **[Resolution 3]**
4. To re-elect Mr Low Seow Chye as a Director, pursuant to Section 153(6) of the Companies Act, Cap. 50. **[Resolution 4]**
5. To re-appoint Messrs Mazars LLP, as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. 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 Resolutions with or without any modifications:-

7. Authority to allot and issue shares up to fifty per cent (50%) of issued share capital "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, the Directors of the Company be and are hereby authorized to issue and allot new shares in the Company (whether by way of rights, bonus or otherwise) 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, PROVIDED ALWAYS that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total issued shares of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total issued shares of the Company, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the Company's next Annual General Meeting is required by law or by the Articles of Association of the Company to be held, whichever is the earlier."

[See Explanatory Note (i)]

[Resolution 6]

BY ORDER OF THE BOARD

Keloth Raj Kumar (Mr)

Company Secretary

Singapore,
10 April 2014.

Note to item no. 3

Mr Quek Sim Pin is an Executive Chairman. He will continue in the said capacity upon re-election as a Director of the Company.

Note to item no. 4

Mr Low Seow Chye is an Independent Director and Chairman of the Audit and Nominating Committees as well as a member of the Remuneration Committee. He will continue in the said capacities upon re-election as

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- (i) In the proposed Resolution 6, the percentage of issued share capital is calculated based on the issued shares at the time of the passing of the resolution approving the mandate after adjusting for:- (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate; and (c) any subsequent bonus issue, consolidation or subdivision of shares. The proposed Resolution 6, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue new shares in the Company (whether by way of rights, bonus or otherwise).

The number of shares which the Directors may issue under this Resolution shall not exceed fifty per cent (50%) of the total issued shares of the Company. For issue of shares other than on a pro-rata basis to all existing shareholders of the Company, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total issued shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

