



EUROPTRONIC GROUP LTD
(Incorporated In the Republic of Singapore)
(Co. Reg. No: 200009775K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of EUROPTRONIC GROUP LTD (the "Company") will be held at The Conference Room, 60 Kaki Bukit Place, Eunos Techpark #01-10, Singapore 415979, on Friday, 25 April 2014 at 2.30 pm for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Article 89 of the Company's Articles of Association:
Mrs Huang Chuang Shueh-Ou **(Resolution 2)**
Mr Tan Sek Khue **(Resolution 3)**
3. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Lin Chien be re-appointed a Director of the Company to hold office until the next Annual General Meeting."
[See Explanatory Note (i)] **(Resolution 4)**
4. To approve the payment of Directors' fees of US\$80,000 (S\$100,000) for the year ended 31 December 2013 (2012: US\$83,367 (S\$101,667)). **(Resolution 5)**
5. To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, passing with or without modifications, the following resolutions as Ordinary Resolutions:

7. **Share Issue Mandate**
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"), authority be given to the Directors of the Company to issue shares ("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 into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:
(a) The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a *pro rata* basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
(b) 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) of the Company as at the date of the passing of this Resolution, after adjusting for:
(i) new shares arising from the conversion or exercise of convertible securities;
(ii) new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares.
(c) And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities.
[See Explanatory Note (ii)] **(Resolution 7)**
8. **Authority to Allot and Issue Shares under Europtronic Performance Share Scheme**
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Europtronic Performance Share Scheme ("EPSS") provided that the aggregate number of Shares to be issued pursuant the EPSS shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
[See explanatory Note (iii)] **(Resolution 8)**
9. **Renewal of the Properties Disposal Mandate**
That:
(a) approval be and is hereby given for the disposal of the Properties (as defined in Appendix I to this Notice to shareholders dated 10 April 2014 ("Appendix I")), on the terms and subject to the conditions of the Properties Disposal Mandate (as defined in Appendix I) and the Properties Disposal Mandate shall, unless revoked or varied by the Company in general meeting, continue in force up to the earliest of (i) twelve (12) months from the date of such approval, (ii) the date on which the next annual general meeting of the Company is held or required by law to be held and (iii) the date on which the disposal of the Properties are carried out to the full extent mandated under the Properties Disposal Mandate; and
(b) any Director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary, desirable or expedient to give effect to the disposal of the Properties under the Properties Disposal Mandate and/or this Resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendment, alteration or modification to any document and to affix the Common Seal of the Company to any such documents (if required).
[See Explanatory Note (iv)] **(Resolution 9)**
10. **Renewal of the Share Buy-Back Mandate**
That:
(a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) of Singapore ("Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
(i) market purchase(s) (each an "On-Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
(ii) off-market purchase(s) (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,
and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buy-Back Mandate");
(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
(i) the date on which the next annual general meeting of the Company is held or required by law to be held; and
(ii) the date on which purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out in full to the Prescribed Limit mandated.
(c) in this Resolution:
"Prescribed Limit" means that number of issued Shares representing ten percent (10%) of the total number of issued Shares as at the date of the passing of this Resolution unless the Company has effected a reduction of the total number of issued Shares of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as defined below), in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered. Any Shares which are held as treasury shares will be disregarded for purposes of computing the ten percent (10%) limit;
"Relevant Period" means the period commencing from the date of the annual general meeting at which the renewal of the Share Buy-Back Mandate is approved and thereafter, expiring on the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is earlier, after the date of this Resolution;
"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, whether pursuant to an On-Market Purchase or an Off-Market Purchase, one hundred and five percent (105%) of the Average Closing Price of the Shares;
"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded before the date of the On-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 for any corporate action that occurs after the relevant five (5) 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 shareholders, stating therein the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
(d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permissible under the Act; and
(e) 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 such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.
[See Explanatory Note (v)] **(Resolution 10)**

By Order of the Board

Busarakham Kohsikaporn
Toh Lei Mui
Company Secretaries
Singapore, 10 April 2014

Explanatory Notes on Resolutions to be passed:

- (i) The effect of the Ordinary Resolution 3 proposed in item 3 above, is to re-appoint a director who is over 70 years of age.
- (ii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a *pro rata* basis.
- (iii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company pursuant to the Europtronic Performance Share Scheme ("EPSS"), provided that the aggregate number of shares to be issued pursuant to the EPSS shall not exceed in total fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. The EPSS were approved by the shareholders at an Extraordinary General Meeting of the Company held on 26 April 2005.
- (iv) The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Company to dispose of the Properties (as defined in Appendix I to this Notice to shareholders dated 10 April 2014 ("Appendix I")), in accordance with the terms and subject to the conditions of the Properties Disposal Mandate (as defined in Appendix I). This authority will, unless revoked or varied at general meeting, continue in force up to the earliest of (a) twelve (12) months from the date of such approval, (b) the date on which the next annual general meeting of the Company is held or required by law to be held, and (c) the date on which the disposal of the Properties are carried out to the full extent mandated under the Properties Disposal Mandate. Information relating to the Properties Disposal Mandate is set out in Appendix I enclosed with the Annual Report.
- (v) The Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company to buy-back issued ordinary shares of the Company ("Shares") from time to time (whether by way of on-market purchases or off-market purchases on an equal access scheme) of up to ten percent (10%) of the total number of issued Shares of the Company (excluding treasury shares) at the prices of up to but not exceeding the Maximum Price (as defined in Appendix II to this Notice of shareholders dated 10 April 2014 ("Appendix II")), and in accordance with the terms and subject to the conditions of the Share Buy-Back Mandate (as defined in Appendix II), the Companies Act (Chapter 50) of Singapore and the Listing Manual of the Singapore Exchange Securities Trading Limited. This authority will, unless revoked or varied at general meeting, continue in force until the earlier of (a) the date that the next annual general meeting of the Company is held or required by law to be held and (b) the date on which purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out in full to the prescribed limit mandated.

The Company intends to use its internal sources of funds (comprising cash and fixed deposits) to finance the purchase or acquisition of its Shares pursuant to the Share Buy-Back Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are cancelled or held as treasury shares.

The financial effects of the purchase or acquisition of Shares by the Company pursuant to the proposed Share Buy-Back Mandate on the audited financial statements of the Company and the Company and its subsidiaries for the financial year ended 31 December 2013, based on certain assumptions, are set out in paragraph 2.6 of Appendix II.

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 60 Kaki Bukit Place, Eunos Techpark #01-10, Singapore 415979, not less than forty-eight (48) hours before the time appointed for the Meeting.