



AMPLEFIELD LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. : 198900188N

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Amplefield Limited ("the Company") will be held at RELC International Hotel, Room 603, Level 6, 30 Orange Grove Road, Singapore 258352 on Friday 30 January 2015 at 2.00 pm for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 30 September 2014 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Articles 115 of Company's Articles of Association:-
 - a. Mr Albert Saychuan Cheok (*retiring under Article 115*) **(Resolution 2)**
Mr Albert Saychuan Cheok will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent
Mr Hoh Ming Fatt who will be retiring at the AGM has indicated that he does not wish to seek re-election as a Director of the Company.
3. To approve the payment of Directors' fees of \$59,000/- for the financial year ended 30 September 2014 (2013: \$59,000/-). **(Resolution 3)**
4. To re-appoint Lo Hock Ling & Co as the Company's Auditors and to authorize the Directors to fix the remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications: **(Resolution 5)**

5. That pursuant to Section 161 of the Companies Act, Cap 50, and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors be empowered to
 - (a) issue shares in the Company (whether by way of rights, bonus or otherwise);
 - (b) 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; and
 - (c) (notwithstanding the authority conferred by the ordinary resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the ordinary resolution was in force, provided that:-
 - (a) 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) does not exceed 50 per cent of the issued share capital of the Company, 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) does not exceed 20 per cent of the issued share capital of the Company:-
 - (b) 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 is waived by the SGX-ST) and the Company's Articles of Association; and
 - (c) Unless revoked or varied by the Company in 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 the earlier.

By Order of the Board

Shirley Ho
Company Secretary
Singapore, 15 January 2015

Explanatory Notes:

- (i) Resolution 5 is to empower the Directors to issue shares in the Company and to make or grant instruments convertible into shares, and to issue shares in pursuance of such instruments up to an amount not exceeding in total 50 per cent of the issued share capital of the Company, with a sub-limit of 20 per cent for shares issued other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued share capital will be based on the issued share capital of the Company at the time that this resolution 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 this resolution is passed, and (b) any subsequent consolidation or subdivision of shares.