

PROPOSED RESTRUCTURING OF STRATECH SYSTEMS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT (CHAPTER 50) OF SINGAPORE

1. INTRODUCTION

The board of directors (the “**Board**”) of Stratech Systems Limited (the “**Company**”) refers to the Company’s previous announcements on 16 October 2014 (the “**Scheme Announcement**”) and 29 January 2015 in relation to the proposed restructuring of the Company (the “**Proposed Restructuring**”) by way of a scheme of arrangement (the “**Scheme**”) under Section 210 of the Companies Act (Chapter 50) of Singapore. Unless otherwise defined, all capitalised terms used herein shall have the same meanings ascribed to them in the Scheme Announcement.

2. DESPATCH OF THE SCHEME DOCUMENT

- 2.1 The Board wishes to announce that the Company has today despatched to the Shareholders the Scheme Document dated 2 February 2015 in relation to, *inter alia*, the Proposed Restructuring and the Scheme.
- 2.2 The Scheme Document contains, *inter alia*:
- (a) details of the Scheme (including the recommendation of the Directors);
 - (b) the notice of Court Meeting (convened pursuant to an order of the Court dated 25 November 2014) to be held on 25 February 2015 at Function Room 1, 31 International Business Park, Level 1, Creative Resource (Main Lobby), Singapore 609921 at 3.30 p.m. for the purpose of seeking the Shareholders’ approval for the Scheme; and
 - (c) the notice of extraordinary general meeting to be held on 25 February 2015 at Function Room 1, 31 International Business Park, Level 1, Creative Resource (Main Lobby), Singapore 609921 at 4.00 p.m. (or as soon thereafter following the conclusion of the Court Meeting to be held at 3.30 p.m. on the same day and at the same place (or its adjournment thereof)) for the purpose of seeking the Shareholders’ approval for, *inter alia*, the Proposed Options Variation, the NewCo ESOS Proposal and the NewCo PSS Proposal.
- 2.3 A copy of the Scheme Document will be made available on the website of the SGX-ST at <http://www.sgx.com>.
- 2.4 Shareholders who do not receive the Scheme Document within one (1) week from the date hereof should contact the share registrar of the Company, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758.

3. OVERSEAS SHAREHOLDERS

- 3.1 The sending of the Scheme Document to Shareholders whose registered addresses, as recorded in the register of members of the Company or in the Depository Register (as defined in Section 130A of the Companies Act) maintained by the CDP (as the case may be) for the service of notice and documents, are outside Singapore (the “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. The Scheme Document will not be sent to any Overseas Shareholders due to the potential restrictions on sending such documents into the relevant overseas jurisdictions. For the avoidance of doubt, the Scheme is proposed to all Shareholders and applies to all Shareholders, including those Shareholders to whom the Scheme Document has not been and will not be sent.
- 3.2 Shareholders, including Overseas Shareholders, may obtain additional copies of the Scheme Document and any related documents, during normal business hours on any day prior to the date of the Court Meeting (other than a Saturday, a Sunday or a public holiday), from the share registrar of the Company at B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758. Alternatively, an Overseas Shareholder may write in to the share registrar of the Company at the same address to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) market days prior to the date of the Court Meeting.
- 3.3 It is the responsibility of any Overseas Shareholder who wishes to request for the Scheme Document and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents, the Overseas Shareholder represents and warrants to The Stratch Group Limited (being the NewCo) and the Company that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities and legal requirements.
- 3.4 The Company and The Stratch Group Limited (being the NewCo) each reserves the right to notify any matter to any or all Overseas Shareholders by announcement on the SGXNET or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure of any Shareholder to receive or see such announcement or advertisement.

The Company will keep shareholders updated if there are any further material developments.

BY ORDER OF THE BOARD

Leong Sook Ching
Executive Director/Company Secretary
2 February 2015