

STRATECH SYSTEMS LIMITED
(Incorporated in the Republic of Singapore)
(Co. Reg. No: 199608251Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Stratech Systems Limited (the "Company") will be held at Function Room 1, 31 International Business Park, Level 1, Creative Resource (Main Lobby), Singapore 609921 on Thursday, 31 July 2014 at 4.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Articles 104 and 108 of the Company's Articles of Association:
 - Mr Sajjad Ahmad Akhtar (Retiring under Article 104) **(Resolution 2)**
 - Mr Lim Kim Choon (Retiring under Article 104) **(Resolution 3)**
 - Mr Chew Heng Ching (Retiring under Article 108) **(Resolution 4)**

Mr Sajjad Ahmad Akhtar will, upon re-election as a Director of the Company, remain a member of the Audit and Risk Management Committee and Nominating Committee and Chairman of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Chew Heng Ching will, upon re-election as a Director of the Company, remain a member of the Audit and Risk Management Committee and Remuneration Committee and Chairman of the Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the additional Directors' fees of S\$121,500.00 payable for the financial year ended 31 March 2014. (FY2013: \$128,513.95) [See Explanatory Note (i)] **(Resolution 5)**
- To approve the payment of Directors' fees of S\$144,000 for the year ending 31 March 2015, payable at S\$36,000 to each Non-Executive Director monthly in arrears. (FY2014: \$108,000) **(Resolution 6)**
- To appoint Baker Tilly TFW LLP as the Company's Auditors in place of the retiring Auditors, RT LLP and to authorise the Directors to fix their remuneration. [See Explanatory Note (ii)] **(Resolution 7)**
- To transact any other ordinary business which may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass 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:

- 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;
- 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:
 - new shares arising from the conversion or exercise of convertible securities;
 - new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- 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 (iii)]

(Resolution 8)

8. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE STRATECH SHARE OPTION SCHEME 2011 AND THE STRATECH PERFORMANCE SHARE SCHEME

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company:

- to all the holders of options granted by the Company, where granted during the subsistence of this authority or otherwise, under the Stratech Share Option Scheme 2011 ("2011 Scheme") upon the exercise of such options and in accordance with the terms and conditions of the 2011 Scheme; and
- as may be required to be issued pursuant to the vesting of the share awards under the Stratech Performance Share Scheme (the "PS Scheme");

provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the 2011 Scheme and PS Scheme 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 (iv)]

(Resolution 9)

By Order of the Board

Leong Sook Ching
Company Secretary
Singapore, 16 July 2014

Explanatory Notes on Resolutions to be passed:

- Ordinary Resolution 5 proposed in item 3 above, is to approve the payment of additional Directors' fees of S\$120,000.00 for the year ended 31 March 2014 pursuant to the fee structure approved and adopted by the Remuneration Committee. The framework of the fee structure is disclosed under the Corporate Governance Report. Subject to shareholders' approval, the additional fees will be paid to the Non-Executive Directors for their participation in the Board and Board Committees meetings for the financial year ended 31 March 2014.
- Ordinary Resolution 7 proposed in item 5 above, is to appoint Baker Tilly TFW LLP as the Company's Auditors in place of the retiring Auditors, RT LLP and to authorise the Directors to fix their remuneration. Information relating to and the rationale for the change of Auditors are set out in greater details in the Circular accompanying this Notice.
- The Ordinary Resolution 8 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.
For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding 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 pursuant to the exercise of the options under the 2011 Scheme and vesting of the share awards under the PS Scheme.

Notes –

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 31 International Business Park #02-02, Creative Resource, Singapore 609921 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.