

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of AZTECH GROUP LTD will be held at 10 Eunos Road 8, Level 5, Theatrette, Singapore Post Centre, Singapore 408600 on Friday, 29 April 2016 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS

- To receive and, if approved, to adopt the Audited Accounts for the financial year ended December 31, 2015 together with the Directors' Report and Auditors' Report thereon. [Resolution 1]
- To approve Directors' fees of S\$287,500 for the financial year ending December 31, 2016. (2015: S\$328,100) [Resolution 2]
- To re-elect Mr Jeremy Mun Weng Hung (Wen Yongheng) who is retiring under Article 107 of the Articles of Association as a Director. [Resolution 3]
- To re-elect Mr Khoo Ho Tong as a Director. [Resolution 4]
- To appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. [Resolution 5]
- To transact any other routine business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

- That authority be and is hereby given to the Directors to:
 - issue shares in the capital of the Company ("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 for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - 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) shall not exceed 50 per cent of the total number of issued Shares excluding treasury Shares (as calculated in accordance with paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per cent of the total number of issued Shares excluding treasury Shares (as calculated in accordance with paragraph (2) below);
 - subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST") for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares excluding treasury Shares at the time this Resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue or consolidation or subdivision of Shares;
 - 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 has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution 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. [Resolution 6]
- THAT:-
 - for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - on-market purchase(s) (each a "Market Purchase") transacted through the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - off-market purchase(s) (each an "Off-Market Purchase") in accordance with an equal access scheme(s) (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, ("Share Buyback Mandate");
 - any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
 - unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - the date on which Share purchases or acquisitions pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Shareholders by ordinary resolution in a general meeting;
 - in this Resolution:

"Prescribed Limit" means 10% of the total number of issued Shares (excluding treasury Shares) as at the date of the passing of this Resolution unless the Company has effected a reduction of its share capital at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury Shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last Annual General Meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date this Resolution is passed;

"Maximum Price" in relation to a Share to be purchased, means an amount (including brokerage, commission, stamp duty, applicable goods and services tax and other related expenses) not exceeding:
 - in the case of a Market Purchase, 105% of the average of the closing market prices of the Shares over the last five consecutive Market Days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring after such five Market Day period; and
 - in the case of an Off-Market Purchase, 120% of the average of the closing market prices of the Shares over the last five consecutive Market Days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of its intention to make an offer for the purchase of Shares from Shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"Market Day" means a day on which the SGX-ST is open for trading in securities;
 - the Directors or any of them be and are hereby authorised to deal with the Shares purchased by the Company pursuant to the Share Buyback Mandate in any manner as they think fit, which is permissible under the Companies Act; and
 - the Directors 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 desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. [Resolution 7]

BY ORDER OF THE BOARD

Ms Pavani Nagarajah
Company Secretary
April 14, 2016
Singapore

Notes:

- A member of the Company entitled to attend and vote at a meeting of the Company, and who is not a Relevant Intermediary (as hereinafter defined) is entitled to appoint one proxy or two proxies to attend and vote in his place. A member of the Company who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote in his place, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. A proxy need not be a member of the Company.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

The instrument appointing a proxy must be deposited at the registered office of the Company at 31 Ubi Road 1, #09-01, Singapore 408694, not less than 48 hours before the time appointed for holding the annual general meeting. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the annual general meeting as certified by The Central Depository (Pte) Limited to the Company.
- Resolution 2 is to facilitate payment of Directors' fees during the financial year in which the fees are incurred.
 - The Directors' fees for Mr Philip Tan Tee Yong, Mr Khoo Ho Tong, Mr Mun Hong Yew, Mr Tan Teik Seng and Mr Jeremy Mun Weng Hung will be paid in 4 equal installments on a quarterly basis, within 30 days of the end of each quarter. The aggregate amount of Directors' fees for the said Directors is calculated on the assumption that these Directors will hold office for the whole of the financial year ending December 31, 2016 ("FY 2016"). Should any of the Directors hold office for only part of FY2016, the Director's Fee payable to him will be appropriately pro-rated.
 - The Director's fees for Mr Martin Chia (who resigned as a Director with effect from January 31, 2016) has been calculated on pro-rated basis.
- If re-elected under Resolution 3, Mr Jeremy Mun Weng Hung (Wen Yongheng) will remain and will be considered as Executive Director of the Company.
- Mr Khoo Ho Tong, who is over the age of 70 years, was re-elected as a Director at the last Annual General Meeting (held on 24 April 2015) to hold office from 24 April 2015 until the forthcoming Annual General Meeting (to be held on 29 April 2016) pursuant to the then prevailing Section 153 of the Companies Act. Section 153 of the Companies Act has been repealed with effect from 3 January 2016. However, as Mr Khoo Ho Tong's current term of office will expire at the forthcoming Annual General Meeting, he will need to be re-elected to continue in office as a Director after the forthcoming Annual General Meeting. If he is re-elected as a Director at the forthcoming Annual General Meeting, as Section 153 of the Companies Act has been repealed, Mr Khoo Ho Tong's re-election as a Director will no longer be statutorily subject to approval at each future Annual General Meeting solely on the basis of his age. However, he will be subject to retirement by rotation pursuant to the relevant provisions of the Company's constitution. If re-elected under Resolution 4, Mr Khoo Ho Tong will remain, the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and will be considered an independent director of the Company.
- Resolution 6 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50%, of which up to 20% may be issued other than on a pro rata basis to shareholders, of the 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, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time that Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision or shares.
- Explanatory Statement to Ordinary Resolution 7
Resolution for the Renewal of the Share Buyback Mandate

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.