

THE STRATECH GROUP LIMITED

(Co. Reg No. : 201430212R)
(Incorporated in the Republic of Singapore)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Stratech Group Limited (the "Company") will be held at Function Room 1, 31 International Business Park, Level 1, Creative Resource (Main Lobby), Singapore 609921, on Wednesday, 29 July 2015 at 9:00 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial period ended 31 March 2015 and the Directors' Report and the Auditors' Report thereon. (Resolution 1)
2. To approve the payment of additional Directors' fees of S\$100,000 for the financial year ended 31 March 2015 by Stratech Systems Limited. (Resolution 2)
(See Explanatory Note)
3. To approve the payment of Directors' fees of S\$192,000 for the financial period ending 31 March 2016. [FY2015: S\$244,000] (Resolution 3)
(See Explanatory Note)
4. To re-elect the following Directors, who are retiring pursuant to Article 118 of the Company's Articles of Association:
 - (i) Mr Sajjad Ahmad Akhtar (Resolution 4)
(See Explanatory Note)
 - (ii) Mr Chew Hai Chwee (Resolution 5)
(See Explanatory Note)
 - (iii) Mr Lim Kim Choon (Resolution 6)
 - (iv) Mr Chew Heng Ching (Resolution 7)
*(See Explanatory Note)**(Detailed information on these Directors can be found under "Board of Directors", "Corporate Governance Report" and "Directors' Report" in the Company's Annual Report 2014/15. Save as disclosed in the foregoing reports, there are no relationships including immediate family relationships between each of the Directors and the other Directors, the Company or its 10% shareholders.)*
5. To re-elect the following Directors, who are retiring pursuant to Article 114 of the Company's Articles of Association:
 - (i) Mr David K. M. Chew (Resolution 8)
 - (ii) Ms Leong Sook Ching (Resolution 9)*(Detailed information on these Directors can be found under "Board of Directors", "Corporate Governance Report" and "Directors' Report" in the Company's Annual Report 2014/15. Save as disclosed in the foregoing reports, there are no relationships including immediate family relationships between each of the Directors and the other Directors, the Company or its 10% shareholders.)*
6. To re-appoint Messrs Baker Tilly TFW LLP as Auditors and to authorise the Directors to fix their remuneration. (Resolution 10)

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolution:-

7. That pursuant to Section 161 of the Companies Act (Chapter 50) (the "Companies Act") and in accordance with the listing rules of Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to: (Resolution 11)
 - (a) (i) allot and issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) 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
 - (b) (notwithstanding 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

- (1) 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 fifty per cent. (50%) of the total number of issued shares in the capital of the Company, excluding treasury shares, (as calculated in accordance with sub-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 (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued shares in the capital of the Company, excluding treasury shares, (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
 - (i) 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 this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of the shares;
 - (3) 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
 - (4) 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. *(See Explanatory Note)*
8. THAT, pursuant to Section 161 of the Companies Act the Directors of the Company be authorised to: (Resolution 12)
 - (a) offer and grant options in accordance with the provision of The Stratech Group Limited Employee Share Option Scheme 2014 (the "ESOS Scheme") and/or grant awards in accordance with the provisions of The Stratech Group Limited Performance Share Scheme 2014 (the "PSS Scheme") (the ESOS and PSS Scheme together the "Schemes"); and
 - (b) allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of options under the ESOS Scheme and/or such number of fully paid shares as may be required to be issued pursuant to the vesting of awards under the PSS Scheme,

PROVIDED ALWAYS THAT the aggregate number of shares to be issued pursuant to the Schemes shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. *(See Explanatory Note)*

OTHER BUSINESS

9. To transact any other business that may be properly transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Leong Sook Ching
Company Secretary
Singapore
13 July 2015