MFS

TECHNOLOGY LIMITED

Company Registration Number: 200009562R

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of MFS Technology Ltd (the "**Company**") will be held at Picasso 1, Level 3, Pan Pacific Orchard, 10 Claymore Road, Singapore 229540 on Thursday, 12 May 2016 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions, of which Special Resolutions 1 and 2 will be proposed as special resolutions and Ordinary Resolutions 1 and 2 will be proposed as ordinary resolutions.

*All references to the Circular in this Notice of EGM shall mean the Company's Circular to Shareholders dated 14 April 2016 (the "**Circular**"). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.*

SPECIAL RESOLUTION 1 – APPROVAL OF THE PROPOSED MEMBERS' VOLUNTARY LIQUIDATION

THAT:

(a) the Company be and is hereby wound up by way of a members' voluntary liquidation pursuant to Section 290(1)(b) of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**");

(b) Leow Quek Shiong and Gary Loh Weng Fatt, care of BDO LLP of 21 Merchant Road, #05-01, Singapore 058267 be and are hereby appointed as the joint and several liquidators of the Company for the purposes of such winding up, such appointment to take effect forthwith following the passing of this Resolution; and

(c) the Directors (or any one of them) be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they or he may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution as they or he may deem fit.

SPECIAL RESOLUTION 2 – APPROVAL OF POWERS OF LIQUIDATORS

THAT, subject to and contingent upon Special Resolution 1 being passed:

(a) the Liquidators be and are hereby authorised under Section 305 of the Companies Act, to exercise any of the powers provided by Sections 272(1)(b), (c), (d) and (e) of the Companies Act;

(b) in accordance with the provisions of the Articles of Association comprising part of the Constitution of the Company, the Liquidators be and are hereby authorised to distribute and divide amongst the members of the Company in cash or in specie the surplus assets of the Company as the Liquidators may determine; and

(c) the Liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution.

ORDINARY RESOLUTION 1 – APPROVAL OF THE REMUNERATION OF THE LIQUIDATORS AND OTHER MATTERS

THAT, subject to and contingent upon Special Resolution 1 and Special Resolution 2 being passed:

(a) the remuneration of the Liquidators be based on their normal scale rates and time costs reasonably and properly incurred in carrying out the winding up of the Company (including all fees and expenses payable to the various professionals the Liquidators may need to engage to assist in the liquidation of the Company), and that the said remuneration and disbursements reasonably and properly incurred be paid out of the assets of the Company;

(b) the Liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution; and

(c) the Liquidators be and are hereby authorised to destroy the books, accounts and documents of the Company and of the Liquidators one (1) day after the date of dissolution of the Company pursuant to Section 320(3)(b) of the Companies Act.

ORDINARY RESOLUTION 2 – APPROVAL OF DIRECTORS' FEES

THAT approval be and is hereby given for the payment of Directors' fees amounting to S$64,834 to the Independent Directors of the Company for the period from 1 January 2016 up to the date of the EGM.

By Order of the Board
Hee Siew Fong
Company Secretary

14 April 2016

Notes:

1. A member of the Company ("**Shareholder**") entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy need not be a Shareholder.

2. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 12 Ang Mo Kio Street 64, #01-01 UE BizHub CENTRAL, Singapore 569088 not less than 48 hours before the time appointed for holding the EGM.

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