

**MICRO-MECHANICS (HOLDINGS) LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No: 199604632W)

**Notice of Eighteenth Annual General Meeting**

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at NTUC Centre, Level 8, Room 801, One Marina Boulevard, Singapore 018989 on Monday, 27 October 2014 at 9:30 a.m. to transact the following business:-

**Ordinary Business**

- 1 To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 30 June 2014 and the Auditors' Report thereon. **[Resolution 1]**
- 2 To declare a final dividend of two cents per ordinary share one-tier tax exempt for the financial year ended 30 June 2014. **[Resolution 2]**
- 3 To record the retirement of Mr Ng Beng Tiong, a Director retiring by rotation in accordance with Article 91 of the Company's Articles of Association.
- 4 To re-elect Mr Christopher Reid Borch, who retires by rotation pursuant to Article 91 of the Company's Articles of Association, as Director of the Company. **[See Explanatory Note (a)]** **[Resolution 3]**
- 5 To re-elect Ms Lai Chin Yee, who retires pursuant to Article 97 of the Company's Articles of Association, as Director of the Company. **[See Explanatory Note (a)]** **[Resolution 4]**
- 6 To approve the payment of Directors' Fees of S\$211,367 for the financial year ended 30 June 2014 (2013: S\$208,200) **[Resolution 5]**
- 7 To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
- 8 To transact any other business that may be transacted at an Annual General Meeting.

**Special Business**

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

**9 Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Chapter 50 (Act), the Articles of Association and the listing rules of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the directors of the Company to:-

- (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 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 Instruments 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 50% of the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro-rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the Company's total number of issued Shares (excluding treasury shares, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (2) (subject to such manner of calculation 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 total number of issued Shares (excluding treasury shares, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this Resolution, after adjusting for:-
  - (a) new Shares arising from the conversion or exercise of convertible securities;
  - (b) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the listing rules 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 earlier.

**[See Explanatory Note (b)]**

**[Resolution 7]**

**10 Authority to allot and issue shares under Micro-Mechanics Performance Share Plan**

The Directors of the Company be and are hereby authorised to offer and grant awards (the Awards) in accordance with the provisions of the Micro-Mechanics Performance Share Plan and to deliver existing Shares, including treasury shares, and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of Awards under the Micro-Mechanics Performance Share Plan, provided that the aggregate number of new Shares to be allotted and issued pursuant to the Micro-Mechanics Performance Share Plan shall not exceed five per cent of the total number of issued Shares in the capital of the Company (excluding treasury shares) from time to time.

**[See Explanatory Note (c)]**

**[Resolution 8]**

By Order of the Board

Chow Kam Wing  
Company Secretary  
26 September 2014  
Singapore

**Explanatory Notes:**

- (a) For ordinary resolutions 3 and 4 under items 4 and 5 above, detailed information on the two Directors can be found under "Board of Directors", "Corporate Information" and "Corporate Governance" in the Company's Annual Report FY2014. Save as disclosed in those sections, there are no relationships including immediate family relationships between each of the said Directors and the other Directors, the Company or its 10% shareholders, except for Mr Christopher Reid Borch who has an interest in Sarcadia LLC which holds 27.16% of the Company's issued share capital.  
Ms Lai Chin Yee, if re-elected as Director of the Company, will remain as a member of the Audit Committee, Remuneration Committee and Nominating Committee and will be considered as an independent director. Ms Lai will also fill the position vacated by Mr Ng Beng Tiong, as Chairman of the Audit Committee.
- (b) The ordinary resolution 7 set out in item 9 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares, if any, in the capital of the Company, with a sub-limit of 10% for issues other than on a pro-rata basis.
- (c) The ordinary resolution 8 under item 10 above, if passed, will empower the Directors of the Company to allot and issue Shares in the capital of the Company pursuant to the vesting of Awards under the Micro-Mechanics Performance Share Plan, provided that the aggregate number of Shares to be issued under the Micro-Mechanics Performance Share Plan of the Company does not exceed 5% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, at any time.

**Notes:**

The Chairman of the Annual General Meeting will be exercising her right under Article 61 of the Articles of Association of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of a poll.

A member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 31 Kaki Bukit Place, Eunos Techpark, Singapore 416209 not less than 48 hours before the time appointed for the holding of the Annual General Meeting.

**NOTICE OF BOOKS CLOSURE AND DIVIDENDS PAYMENT DATE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Micro-Mechanics (Holdings) Ltd. (the "Company") will be closed on 6 November 2014 for the preparation of dividend warrants. Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 5 November 2014 will be registered to determine shareholders' entitlements to the said dividend.

Members whose Securities Accounts with the Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 5 November 2014 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the Eighteenth Annual General Meeting to be held on 27 October 2014, will be paid on 19 November 2014.