



STRATECH SYSTEMS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 199606251Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("EGM") of Stratech Systems Limited ("Company") will be held at Function Room 1, 31 International Business Park, Level 1, Creative Resource (Main Lobby), Singapore 609921 on 25 February 2015 at 4.00 p.m., or as soon thereafter following the conclusion of the Court Meeting to be held at 3.30 p.m. on the same day and at the same place (or its adjournment thereof), for the purpose of considering and, if thought fit, passing with or without any modification, the following ordinary resolutions:

All capitalised terms in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the document to Shareholders dated 2 February 2015 ("Document").

Ordinary Resolutions:

1. Approval of the adoption of the NewCo ESOS

THAT, subject to and contingent upon the passing of ordinary resolution 3 and conditional upon the Scheme being approved, the NewCo ESOS, the rules of which are set out in the Document, be and is hereby approved and adopted by NewCo substantially in the form set out in the Rules of the NewCo ESOS, and the NewCo Directors be and are hereby authorised:

- to establish the NewCo ESOS on substantially the same terms and conditions as the Stratech ESOS 2011 and to administer the NewCo ESOS;
- to modify and/or amend the NewCo ESOS from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the NewCo ESOS, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the NewCo ESOS; and
- pursuant to Section 161 of the Companies Act, to offer and grant the NewCo Options in accordance with the rules of the NewCo ESOS, and to allot and issue from time to time such number of NewCo Option Shares as may be required to be issued pursuant to the exercise of the NewCo Options under the NewCo ESOS.

2. Approval of the adoption of the NewCo PSS

THAT, subject to and contingent upon the passing of ordinary resolution 4 and conditional upon the Scheme being approved, the NewCo PSS, the rules of which are set out in the Document, be and is hereby approved and adopted by NewCo substantially in the form set out in the Rules of the NewCo PSS, and the NewCo Directors be and are hereby authorised:

- to establish the NewCo PSS on substantially the same terms and conditions as the Stratech PSS and to administer the NewCo PSS;
- to modify and/or amend the NewCo PSS from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the NewCo PSS, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the NewCo PSS; and
- pursuant to Section 161 of the Companies Act, to offer and grant the NewCo Awards in accordance with the rules of the NewCo PSS, and to allot and issue from time to time such number of NewCo Award Shares as may be required to be issued pursuant to the vesting of the NewCo Awards under the NewCo PSS.

3. Ratification of the ESOS Variation Agreements, Approval of the Proposed Options Variation and Termination of the Stratech ESOS 2011

THAT subject to and contingent upon the passing of ordinary resolution 1 and conditional upon the Scheme being approved:

- the ESOS Variation Agreements entered into between the Company, NewCo and the Optionholders, be and are hereby approved, confirmed and ratified;
- the proposed novation of the outstanding options granted under the Stratech ESOS 2000 and Stratech ESOS 2011 to the NewCo by way of entry into the ESOS Variation Agreements, details of which are set out in paragraph 4.3 of the Letter from the Board to the Shareholders ("Proposed Options Variation") in the Document containing information on, *inter alia*, the Scheme (including the termination of the Stratech ESOS 2011) be and are hereby approved;
- the Stratech ESOS 2011 be and is hereby terminated; and
- the directors of the Company be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the ESOS Variation Agreements, the Proposed Options Variation, the termination of the Stratech ESOS 2011 and this Resolution.

4. Termination of the Stratech PSS

THAT subject to and contingent upon the passing of ordinary resolution 2 and conditional upon the Scheme being approved:

- the Stratech PSS be and is hereby terminated; and
- the directors of the Company be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the termination of the Stratech PSS.

5. Proposed grant of authority to offer and grant NewCo Options at a discount under the NewCo ESOS

That subject to and contingent upon the passing of ordinary resolution 1, the NewCo Directors be and are hereby authorised to offer and grant the NewCo Options in accordance with the Rules of the NewCo ESOS with Exercise Prices (as defined below) set at a discount to the Market Price (as defined below), provided that such discount does not exceed 20% of the Market Price (or such other percentage or amount as may be determined by the NewCo Committee and permitted by the Singapore Exchange Securities Trading Limited ("SGX-ST")).

In this notice of EGM, "Exercise Price" means the price at which a participant of the NewCo ESOS shall subscribe for or purchase each NewCo Option Share upon the exercise of a NewCo Option and "Market Price" means the average of the last dealt prices for the NewCo Shares on the SGX-ST over the three (3) consecutive days on which the SGX-ST is open for trading in securities immediately preceding the relevant date of an offer to grant that NewCo Option, as published by the SGX-ST, rounded up to the nearest whole cent in the event of fractional prices.

6. Proposed participation of Controlling Shareholders and their Associates in the NewCo ESOS

THAT, subject to and contingent upon the passing of ordinary resolutions 1 and 3 and conditional upon the Scheme being approved, the participation of Controlling Shareholders and their Associates in accordance with the Rules of the NewCo ESOS be and is hereby approved.

By Order of the Board
Leong Sook Ching
Company Secretary
Singapore
2 February 2015

Notes:

- Every Shareholder entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- The instrument appointing the proxy that has been executed by a Shareholder must be lodged at the Registrar's office at 63 Cantonment Road, Singapore 089758 not less than 48 hours before the time appointed for the EGM or any adjournment thereof. Detailed instructions are set out in the proxy form.