



ALLIED TECHNOLOGIES LIMITED
(Company Registration Number 199004310E)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of **ALLIED TECHNOLOGIES LIMITED** will be held at Emerald Suite, Orchid Country Club, 1 Orchid Club Road, Singapore 769162, on 25th July 2019, at 9.00 a.m. for the following purposes of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors, and the Statement of Directors. **(Resolution 1)**
2. To re-elect the following directors of the Company ("Directors") retiring pursuant to Regulation 117 of the Company's Constitution:
 - (i) Mr Low Si Ren, Kenneth (refer to explanatory notes (i) and (iv)) **(Resolution 2)**
 - (ii) Mr Chin Chee Choon (refer to explanatory notes (ii) and (iv)) **(Resolution 3)**
 - (iii) Mr Leow Wee Kia Clement (refer to explanatory notes (iii) and (iv)) **(Resolution 4)**
3. To approve the payment of Directors' fees of S\$138,411 for the financial year ended 31 December 2018. **(Resolution 5)**
4. To approve payment of Directors' fees of up to S\$200,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears. **(Resolution 6)**
5. To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix the Auditors' remuneration. **(Resolution 7)**
6. To transact any other ordinary business that may be properly transacted at the AGM.

AS SPECIAL BUSINESS

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

7. Authority to allot and issue new shares in the capital of the Company

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"), the Directors be and are hereby authorised 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 (as well as adjustments to) warrants, debentures or other instruments exchangeable 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:
 - (i) 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 one hundred per cent (100%) of the total issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (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 issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below); and
 - (ii) (subject to such manner of calculation and adjustments as may be prescribed in the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total issued Shares excluding treasury shares shall be calculated based on the total number of issued Shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of convertible securities outstanding at the time this authority is given;
 - (bb) new Shares arising from exercising of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Company's Constitution for the time being of the Company; and
 - (iv) (unless revoked or varied by the Company in a 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 8)**

BY ORDER OF THE BOARD

Kennedy Chen
Company Secretary
Singapore
10 July 2019

EXPLANATORY NOTES ON RESOLUTIONS TO BE PASSED:

- (i) Mr Low Si Ren, Kenneth will, upon re-election as a Director of the Company, remain as Executive Director of the Company.
- (ii) Mr Chin Chee Choon will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman of the Board and a member of the Audit Committee, Nominating Committee and Remuneration Committee, and the Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iii) Mr Leow Wee Kia Clement will, upon re-election as a Director of the Company, remain as Chief Executive Officer and Executive Director of the Company.
- (iv) To comply with Paragraph 17 of the notice of compliance dated 8 May 2019 which requires that the Board composition remain unchanged prior to the satisfactory resolution of the Special Audit, in the event that any of the retiring directors are not re-elected, the remaining Directors shall exercise their powers under the Constitution to re-appoint the remaining retiring Directors to the Board.

NOTES:

- (i) A member of the Company who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.
- (ii) Where a member appoints multiple proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under its Common Seal or the hand of its attorney or its duly authorised officer.
- (iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 390 Orchard Road, #15-04 Palais Renaissance, Singapore 238871, not less than 48 hours before the time appointed for holding the above AGM.
- (v) A Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the AGM in order to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.