



# THE STRATECH GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201430212R)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Stratech Group Limited (the "Company") (the "AGM") will be held at Seminar Room, 31 International Business Park, Level 1, Creative Resource (Lobby C), Singapore 609921 on Thursday, 11 August 2016 at 9:00 a.m., for the purpose of transacting the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 March 2016 and the Directors' Statement and the Auditors' Report thereon. Resolution 1
2. To approve the payment of additional Directors' fees of S\$96,000 for the financial year ended 31 March 2016. Resolution 2  
(See Explanatory Note)
3. To approve the payment of Directors' fees of S\$288,000 for the financial year ending 31 March 2017. [FY2016: S\$288,000] Resolution 3
4. To re-elect the following Directors, who are retiring pursuant to Article 114 of the Company's Constitution:  
(i) Mr Sajjad Ahmad Akhtar (See Explanatory Note) Resolution 4  
(ii) Mr Lim Kim Choon Resolution 5  
(Detailed information on these Directors can be found under "Board of Directors", "Corporate Governance Report" and "Directors' Statement" in the Company's Annual Report 2015/2016. 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-appoint Messrs Baker Tilly TFW LLP as Auditors and to authorise the Directors to fix their remuneration. Resolution 6

### SPECIAL BUSINESS

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

6. 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:  
(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, Resolution 7

### 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 Constitution 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)
7. THAT, pursuant to Section 161 of the Companies Act the Directors of the Company be authorised to:  
(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, Resolution 8

**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

8. 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  
26 July 2016

### Explanatory Notes:

#### Resolution 2

The shareholders of the Company had at its annual general meeting held on 29 July 2015 approved the payment of S\$192,000 in arrears as Directors' fees for the financial year ended 31 March 2016. Pursuant to the fee structure in respect of the payment of Directors' fees, the total Directors' fees for financial year ended 31 March 2016 are S\$288,000. The Ordinary Resolution 2 seeks the approval of shareholders for the payment of additional fees of S\$96,000 to the Non-Executive Directors of the Company for the financial year ended 31 March 2016.

#### Resolution 4

Mr Sajjad Ahmad Akhtar will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit & Risk Management Committee and Nominating Committee, and he will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

#### Resolution 7

The Ordinary Resolution no. 7, if passed, will empower the Directors of the Company to issue shares in the capital of the Company up to an amount not exceeding in aggregate fifty percent (50%) of the issued share capital of the Company at the time of the passing of this resolution, of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company does not exceed twenty percent (20%) of the issued share capital of the Company.

#### Resolution 8

The Ordinary Resolution no. 8, if passed, will empower the Directors of the Company to offer and grant options under and in accordance with the ESOS Scheme and grant awards under and in accordance with the PSS Scheme, and to allot and issue shares in the issued share capital of the Company pursuant to the exercise of the options under the ESOS Scheme and pursuant to the vesting of awards under the PSS Scheme provided that the aggregate number of shares to be issued does not exceeding fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

### Notes:

1. (a) A member of the Company ("Member") (other than a member who is a relevant intermediary) entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.  
(b) A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50) of Singapore.
2. A proxy need not be a Member of the Company.
3. The instrument appointing a proxy or proxies that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be deposited at the registered office of the Company at 31 International Business Park #02-02 Creative Resource, Singapore 609921, not less than 48 hours before the time appointed for the AGM.

### Personal data privacy:

By submitting an appointment appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or by attending the AGM, a Member (a) 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"), (b) 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 (c) agrees that the Member will indemnify the Company (or its agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty. In addition, by attending the AGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for any of the Purposes.