

MEMSTAR TECHNOLOGY LTD.

(Incorporated in the Republic of Singapore)
Company Reg. No. 197901641K

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting of Memstar Technology Ltd. (the "**Company**") will be held at Quality Hotel Marlow, Emerald Room, Level 2, 201 Balestier Road, Singapore 329926 on Monday, 27 October 2014 at 10.30 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2014 together with the Independent Auditors' Report thereon. **Resolution 1**
2. To re-elect Mr Chia Chung Mun Alphonsus who will retire pursuant to Article 91 of the Articles of Association of the Company and who, being eligible, will offer himself for re-election. **Resolution 2**

Mr Chia Chung Mun Alphonsus will, upon re-election as Director, remain as a member of the Audit Committee and Chairman of the Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

3. To re-appoint Mr Lam Peck Heng as a Director of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), to hold such office until the next Annual General Meeting of the Company ("**AGM**"). **Resolution 3**

Mr Lam Peck Heng will, upon re-appointment as Director, continue to serve as a member of the Audit and Remuneration Committees and remain as Chairman of the Nominating Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

4. To re-appoint Mr Hong Pian Tee as Director of the Company, pursuant to Section 153(6) of the Companies Act, to hold such office until the next AGM. **Resolution 4**

Mr Hong Pian Tee will, upon re-appointment as Director, continue to serve as Chairman of the Audit Committee and remain as a member of the Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

5. To approve Directors' fees of S\$217,500 payable by the Company for the financial year ending 30 June 2015 (2014: S\$211,000). **Resolution 5**
6. To approve the payment of additional Directors' fees of S\$22,856 for the financial year ended 30 June 2014 (See Note 3). **Resolution 6**
7. To re-appoint Moore Stephens LLP as Independent Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

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

8. **Authority to issue shares and/or convertible securities** **Resolution 8**

That pursuant to Section 161 of the Companies Act and the Listing Manual of SGX-ST, authority be and is hereby given to the Directors of the Company to:

- (1) (i) issue shares in the capital of the Company 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

- (2) (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:

- (a) 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 in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares and convertible securities 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) does not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (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 (a) above, the percentage of issued shares shall be calculated based on the total number of issued shares excluding treasury shares in the capital of the Company 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 sub-division of shares;
- (c) 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 Articles of Association for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. (See Note 4)

ANY OTHER BUSINESS

9. To transact any other business that may be properly transacted at an AGM.

By Order of the Board

Lee Seng Suan
Company Secretary
Singapore, 10 October 2014

NOTES

1. A member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company and where there are two proxies, the number of shares to be represented by each proxy must be stated.
2. The instrument or form appointing a proxy, duly executed, must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time for holding the above AGM.
3. Ms Pan Shuhong, Executive Chairman, and Dr Ge Hailin, Chief Executive Officer, resigned as Executive Directors and were redesignated as Non-Executive Directors of the Company with effect from 11 April 2014 following the completion of the sale of the business and assets of the Company to United Envirotech Ltd. The additional Directors' fees of S\$22,856 were paid to Ms Pan and Dr Ge for their services as Non-Executive Directors of the Company for the period from 12 April 2014 to 30 June 2014.
4. The proposed Ordinary Resolution 8, if passed, will empower the Directors from the date of this AGM until the next AGM, to allot and issue new shares and/or convertible securities in the Company up to a number not exceeding 50% of the total number of issued shares excluding treasury shares in the capital of the Company for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro rata basis to shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company. For the purpose of determining the total number of shares excluding treasury shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares excluding treasury shares in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for (a) 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 Ordinary Resolution is passed and (b) any subsequent bonus issue or consolidation or subdivision of shares. This authority unless previously revoked or varied at a general meeting, shall expire at the next AGM of the Company.

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 (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.