



MICRO-MECHANICS (HOLDINGS) LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No: 199604632W)

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of the Company will be held at Central Public Library, Level 5, Possibility Room, 100 Victoria Street, Singapore 188064 on Friday, 28 October 2016 at 2.00 p.m. to transact the following business:-

ORDINARY BUSINESS

- 1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2016 and the Auditors' Report thereon. **[Resolution 1]**
- 2 To declare a final dividend of three cents per ordinary share tax exempt (one-tier) and a special dividend of one cent per ordinary share tax exempt (one-tier) for the financial year ended 30 June 2016. **[Resolution 2]**
- 3 To re-elect Mr Low Ming Wah, who retires by rotation pursuant to Article 91 of the Company's Constitution, as Director of the Company. **[Resolution 3]**
[See Explanatory Note (a)]
- 4 To re-elect Mr Girija Prasad Pande, who retires by rotation pursuant to Article 91 of the Company's Constitution, as Director of the Company. **[Resolution 4]**
[See Explanatory Note (a)]
- 5 To approve the payment of Directors' Fees of S\$290,000 for the financial year ended 30 June 2016 (2015 : S\$224,033). **[Resolution 5]**
- 6 To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
- 7 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:-

8 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 Constitution 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 SGX-ST;
- (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 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 earlier.

[See Explanatory Note (b)]

[Resolution 7]

9 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
29 September 2016
Singapore

Explanatory Notes:

- (a) For ordinary resolutions 3 and 4 under items 3 and 4 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 FY2016. 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.

Mr Girija Prasad Pande, if re-elected as Director of the Company, will remain as the Chairman of the Remuneration Committee and a member of the Audit Committee, Nominating Committee and Risk Management Committee and will be considered as an independent director.

- (b) The ordinary resolution 7 set out in item 8 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 9 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:

- 1 (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, 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, Cap 50.

2 A proxy need not be a member of the Company.

3 The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 31 Kaki Bukit Place, Eunos Techpark, Singapore 416209 not less than 48 hours before the time appointed for holding the Annual General Meeting.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

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 9 November 2016 for the preparation of dividend warrants.

Duly completed registrable returns 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 8 November 2016 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 8 November 2016 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the Twentieth Annual General Meeting to be held on 28 October 2016, will be paid on 18 November 2016.