

**AEM HOLDINGS LTD.**  
Registration No : 200006417D  
52 Serangoon North Avenue 4  
Singapore 555853

To : All Shareholders

Dear Sirs

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of the members of the Company be held at Serangoon Gardens Country Club, 22 Kensington Park Road Singapore 557271 (Casuarina Room) on 25 April 2014 at 4.00 p.m. (or immediately following the Annual General Meeting to be held at 3.00 p.m.) to transact the following businesses:

**AS ORDINARY BUSINESS**

**ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE AEM HOLDINGS EMPLOYEE SHARE OPTION SCHEME 2014**

That approval be and is hereby given for the adoption of the Scheme as defined in the Circular, particulars of which are set out in the Circular, and the Remuneration Committee of the Company be and is hereby authorised to:-

- (a) establish and administer the Scheme;
- (b) modify and/or amend the Scheme from time to time provided that such modification(s) and/or amendment(s) are effected in accordance with the provisions of the Scheme 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 Scheme; and
- (c) offer and grant Options in accordance with the rules of the Scheme and to effect the allotment, issue or transfer from time to time of such number of Shares as may be required to be issued or transferred pursuant to the exercise of the Options under the Scheme.

**ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS UNDER THE AEM HOLDINGS EMPLOYEE SHARE OPTION SCHEME 2014 AT A DISCOUNT**

That, subject to and contingent upon the passing of Ordinary Resolution 1, the Remuneration Committee of the Company be and is hereby authorised to offer and grant Options in accordance with the rules of the Scheme with Exercise Price set at a maximum discount of 20% to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by the SGX-ST.

**AEM HOLDINGS LTD.**

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(Incorporated in Singapore)

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**ORDINARY RESOLUTION 3: AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE EXERCISE OF OPTIONS UNDER THE AEM HOLDINGS EMPLOYEE SHARE OPTION SCHEME 2014**

That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Scheme; and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options that may be granted under the Scheme provided always that the number of the Shares available under the Scheme shall not exceed 15% of the issued share capital of the Company from time to time; the aggregate number of Shares available to Participants who are controlling shareholders of the Company and their associates shall not exceed 25% of the Shares available under the Scheme and the number of Shares available to each Participant who is a controlling shareholder of the Company or his associates shall not exceed 10% of the Shares available under the Scheme.

By Order of the Board

SOH WAI KONG  
Company Secretary  
Date: 9 April 2014

Notes:

1. A member of the Company entitled to attend and vote at the Meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as percentage of the whole) to be represented by each proxy.
3. The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof must be lodged at the Registered Office of the Company at 52 Serangoon North Avenue 4 Singapore 555853, not less than 48 hours before the time appointed for the Extraordinary General Meeting.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
5. A corporation which is a member may, by resolution of its directors or other governing body, appoint such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.