



Surface Mount Technology (Holdings) Limited

Company Registration No. 29080
(Incorporated in Bermuda with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Surface Mount Technology (Holdings) Limited (the "Company") will be held at Amber Room, Level 3, Grand Mercure Roxy Hotel, 50 East Coast Road, Roxy Square, Singapore 428769 on Wednesday, 30 July 2014 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of the Directors and the Auditors thereon. **[Resolution 1]**
2. To approve the additional Directors' fees of S\$17,859 for the financial year ended 31 March 2014. **[Resolution 2]**
3. To approve the Directors' fees of S\$208,354 for the financial year ending 31 March 2015. **[Resolution 3]**
4. To re-elect Mr. Antonio Chan, a director retiring pursuant to the Company's Bye-Law 104 of the Company's Bye-Laws. **[Resolution 4]**
[See Explanatory Note i]
5. To re-elect the following directors retiring pursuant to the Company's Bye-Law 107(B) of the Company's Bye-Laws:- **[Resolution 5]**
 - (a) Mr. Sonny Tan Hock Sun **[Resolution 6]**
 - (b) Mr. Tan Ser Ko **[Resolution 6]****[See Explanatory Note i]**
6. To re-appoint Messrs Deloitte & Touche LLP, Singapore as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 7]**

AS SPECIAL BUSINESS

To consider and, if thought fit, passing the following with or without any modifications as Ordinary Resolutions:-

7. Share Issue Mandate

"THAT pursuant to 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) 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) issue Shares in pursuance of any Instruments made or granted by the Directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution),

provided that:

- (1) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 50% (unless paragraph (3) below applies) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company ("**Shareholders**") are not given the opportunity to participate in the same on a pro-rata basis ("**non pro-rata basis**"), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the issued Shares (excluding treasury shares) of the Company at the time such authority was conferred, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercising share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and
 - (c) any subsequent consolidation or subdivision of the Shares;
and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;
- (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 Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company for the time being; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority so conferred 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 ii]

[Resolution 8]

8. Authority to allot and issue shares under the Surface Mount Technology Share Option Schemes

"THAT authority be and is hereby given to the Directors of the Company 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 under the Surface Mount Technology Share Option Scheme I ("ESOS I") and ESOS II provided always that the aggregate number of shares to be issued pursuant to ESOS I and ESOS II shall not exceed 15% of the issued share capital of the Company from time to time."

[See Explanatory Note iii]

[Resolution 9]

9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Pan Mi Keay
Company Secretary
Singapore, 8 July 2014

Notes:

1. With the exception of The Central Depository (Pte) Ltd. (the "**Depository**") who may appoint more than two proxies, a shareholder of the Company entitled to attend and vote at the Annual General Meeting who hold two or more shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the Annual General Meeting.
4. To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, must be deposited at the office of Boardroom Corporate & Advisory Services Pte. Ltd., the Company's Singapore Share Transfer Agent at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for holding the Annual General Meeting or at any adjournment thereof. Detailed instructions can be found on the Proxy Form(s).

Explanatory Notes:

- (i) Mr. Antonio Chan (Lead Independent Director) will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Audit Committee as well as a member of the Nominating Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Mr. Sonny Tan Hock Sun (Independent Non-Executive Director) will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Nominating Committee as well as a member of the Audit Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Mr. Tan Ser Ko (Independent Non-Executive Director) will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Detailed information of Mr. Antonio Chan, Mr. Sonny Tan Hock Sun and Mr. Tan Ser Ko can be found under the "Board of Directors" section in the Company's Annual Report 2014.
- (ii) The proposed Resolution 8, if passed, will empower the Directors of the Company from the date of the Annual General Meeting to issue Shares in the Company up to an amount not exceeding in total 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company with a sub-limit of 20% of the total number of issued Shares (excluding treasury shares) in the capital of the Company other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interest of the Company. The authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (iii) The proposed Resolution 9, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting until the date of the next Annual General Meeting, to issue shares up to an amount in aggregate not exceeding 15% of the issued share capital of the Company from time to time pursuant to the exercise of the options under the ESOS I and ESOS II.

IMPORTANT NOTICE

1. Under the Companies Act 1981 of Bermuda (as amended) (the "**Bermuda Act**"), only those persons who agree to become shareholders of a Bermuda company and whose names are entered on the register of members of such company may be shareholders, with rights to attend and vote at general meetings ("**Shareholders**"). Accordingly, registered depositors holding shares through the Depository ("**Depositor**") would not be recognised as shareholders of the Company, and would not have a right to attend and to vote at general meetings convened by the Company. In the event that depositors wish to attend and vote at general meetings of the Company, they would have to do so through the Depository appointing them as a proxy, pursuant to the Bye-Laws of the Company.
2. If a Depositor wishes to attend and vote at the Annual General Meeting, or to nominate person(s) to attend and vote at the Annual General Meeting on behalf of the Depository, the Depositor should complete and submit the Depositor Proxy Form. If the Depositor Proxy Form is signed by an attorney of the Depositor, it must be deposited together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, be deposited at the office of Boardroom Corporate & Advisory Services Pte. Ltd., the Company's Singapore Share Transfer Agent at 50 Raffles Place, #32-10 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
3. If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the Annual General Meeting in his/its stead, the Shareholder should complete and submit the form of proxy despatched to shareholders (the "**Shareholder Proxy Form**"). To be valid, the Shareholder Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, be deposited at the office of Boardroom Corporate & Advisory Services Pte. Ltd., the Company's Singapore Share Transfer Agent at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.