

### NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF BOOKS CLOSURE DATE

Notice is hereby given that the Annual General Meeting of Fischer Tech Ltd (the "Company") will be held on 29 July 2016 at 3:00 p.m. at 39 Scotts Road, Sheraton Towers Singapore, Turquoise & Onyx, Level 3, Singapore 228230 for the purpose of transacting the following business:

#### ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements for the year ended 31 March 2016. **Resolution 1**
2. To declare the payment of a final tax exempt (one-tier) dividend of 3.0 cents per ordinary share for the financial year ended 31 March 2016. **Resolution 2**
3. To declare the payment of a special tax exempt (one-tier) dividend of 2.0 cents per ordinary share for the financial year ended 31 March 2016. **Resolution 3**
4. To re-appoint Mr Foo Meng Tong, who will retire under the resolution passed at last year's Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (which was then in force), as a Director of the Company. [refer to explanatory note (a)] **Resolution 4**
5. To re-elect Mr James Moy Kok Leng, a director retiring pursuant to Article 91 of the Company's Constitution. [refer to explanatory note (b)] **Resolution 5**
6. To approve the proposed directors' fees of S\$307,620 for the financial year ended 31 March 2016 (2015: S\$259,620). **Resolution 6**
7. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **Resolution 7**

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions:

##### 8. Share Issue Mandate

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company ("shares") whether by way of rights issue, bonus issue 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,
- (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) of the Company (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) does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time this 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 at the time this Resolution is passed; and
  - (b) any subsequent bonus issue, consolidation or subdivision of shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) 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. [refer to explanatory note (c)] **Resolution 8**

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on 10 August 2016 for the purpose of determining shareholders' entitlements to the proposed final tax exempt (one-tier) dividend of 3.0 cents per ordinary share and the proposed special tax exempt (one-tier) dividend of 2.0 cents per ordinary share for the financial year ended 31 March 2016 (the "Proposed Dividends").

Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5:00 p.m. on 8 August 2016 will be registered before Shareholders' entitlements to the Proposed Dividends are determined.

Shareholders (being Depositors) whose securities accounts with the Central Depository (Pte) Limited are credited with shares as at 5:00 p.m. on 8 August 2016 will rank for the Proposed Dividends.

The Proposed Dividends, if approved at the Annual General Meeting of the Company to be held on 29 July 2016, will be paid on 18 August 2016.

By Order of the Board

**Tan Ching Chek**  
Company Secretary  
13 July 2016  
Singapore

#### Explanatory Notes:

- (a) This is to approve and authorise the continuation of Mr Foo Meng Tong in office, as a Director of the Company, from the date of this Annual General Meeting onwards without limitation in tenure save for prevailing applicable laws, listing rules and/or regulations, including the Company's Constitution. This is consequent upon the repeal of Section 153 of the Companies Act, Chapter 50 of Singapore, with effect from 3 January 2016. The resolution passed pursuant to the repeal of Section 153(6) of the Companies Act at last year's Annual General Meeting (as Section 153 was then still in force) could only permit the re-appointment of Mr Foo Meng Tong, being over 70 years of age, to hold office as a Director of the Company, until this Annual General Meeting;

Mr Foo Meng Tong, if re-appointed, will continue to serve as the Chairman of the Board and a member of the Compensation Committee, Nominating Committee and Audit Committee. Mr Foo Meng Tong is considered by the Board of Directors as a Non-Independent Director. For more information on Mr Foo Meng Tong, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2016.

- (b) Mr James Moy Kok Leng, if re-elected, will continue to serve as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mr James Moy Kok Leng is considered by the Board of Directors as an Independent Director. For more information on Mr James Moy Kok Leng, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2016.

- (c) The proposed Resolution 8, if passed, will empower the Directors of the Company from the date of the above meeting until the next Annual General Meeting to issue shares in the Company up to the limits as specified in the resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting.

#### Notes to Proxy Form:

- (i) (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, Chapter 50 of Singapore.

- (ii) A proxy need not be a member of the Company.

- (iii) If a proxy is to be appointed, the instrument of proxy must be deposited with the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at its office located at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 not less than 72 hours before the time appointed for holding the Annual General Meeting.

- (iv) The instrument of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint shareholders, all holders must sign the instrument of proxy.

#### 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, administration and analysis 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, take-over 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.