

ALLIED TECHNOLOGIES LIMITED
(Incorporated in the Republic of Singapore)
(Registration Number 199004310E)

RESOLUTIONS TO BE TABLED FOR THE UPCOMING ANNUAL GENERAL MEETING TO BE HELD BY 29 JUNE 2020 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 (“FY2019”)

Reference is made to the announcement made by Allied Technologies Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) on 1 and 9 April 2020 on the waiver obtained by the Company from the SGX-ST to hold its Annual General Meeting for FY2019 (the “**AGM**”) on or before 29 June 2020.

Notwithstanding the above, and in the interest of providing full information to all our shareholders at the earliest opportunity, the Board of Directors (the “**Board**”) wishes to inform all shareholders of the resolutions that will be tabled during the upcoming AGM. The resolutions can be found in the draft Notice of AGM and draft Proxy Form annexed to at Appendix I and Appendix II, respectively, of this announcement.

The Annual Report for FY2019, the actual Notice of AGM and the actual Proxy Form will be despatched in due course once the AGM date is determined. This will likely be after the legislative amendments have been passed, and when the necessary arrangements have been put in place in order to comply with the safe distancing measures imposed by Singapore’s Ministry of Health. We seek all shareholders’ understanding in this regard.

Shareholders should note that the proposed resolutions set out below are indicative only and the final form of the resolutions to be tabled at the AGM will be set out in the Notice of AGM and the Proxy Form to be despatched in due course. Shareholders should also note that the proposed resolutions below may be subject to change due to unforeseen circumstances.

BY ORDER OF THE BOARD

Leow Wee Kia Clement
Chief Executive Officer and Executive Director
15 April 2019

This announcement has been reviewed by the Company’s sponsor, Stamford Corporate Services Pte Ltd (the “Sponsor”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Bernard Lui, Telephone: +65 6389 3000, Email: bernard.lui@morganlewis.com.

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 (Company Registration No. 199004310E)
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of **ALLIED TECHNOLOGIES LIMITED** will be held at [], on [], at [] for the following purposes of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors, and the Statement of Directors. **(Resolution 1)**
2. To re-elect the following directors of the Company (“**Directors**”) retiring pursuant to Regulation 117 of the Company’s Constitution:
 - (i) Mr Low Si Ren Kenneth [refer to explanatory notes (i) and (iv)] **(Resolution 2)**
 - (ii) Mr Chin Chee Choon [refer to explanatory note (ii) and (iv)] **(Resolution 3)**
 - (iii) Mr Leow Wee Kia Clement [refer to explanatory note (iii) and (iv)] **(Resolution 4)**
3. To approve the payment of Directors’ fees of S\$138,411 for the financial year ended 31 December 2018. **(Resolution 5)**
4. To approve the payment of Directors’ fees of S\$190,110 for the financial year ended 31 December 2019. **(Resolution 6)**
5. To approve the payment of Directors’ fees of S\$200,000 for the financial year ending 31 December 2020 payable quarterly in arrears. **(Resolution 7)**
6. To re-appoint Ernst & Young LLP as the Company’s Auditors and to authorise the Directors to fix the Auditors’ remuneration. **(Resolution 8)**
7. To transact any other ordinary business that may be properly transacted at the AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolutions.

8. **Authority to allot and issue new shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Catalist Rules**”), the Directors be and are hereby authorised 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 (as well as adjustments to) warrants, debentures or other instruments exchangeable 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 Instrument made or granted by the Directors while this Resolution was in force, provided that:
- (i) 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 one hundred per cent (100%) of the total issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below); and
 - (ii) (subject to such manner of calculation and adjustments 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 (i) above, the percentage of the total -issued Shares excluding treasury shares shall be calculated based on the total number of issued Shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of convertible securities outstanding at the time this authority is given;
 - (bb) new Shares arising from exercising of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Company's Constitution for the time being of the Company; and
 - (iv) (unless revoked or varied by the Company in a 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. **(Resolution 9)**

BY ORDER OF THE BOARD

Kennedy Chen
Company Secretary
Singapore
[xxx] 2020

EXPLANATORY NOTES ON RESOLUTIONS TO BE PASSED:

- (i) Mr Low Si Ren Kenneth will, upon re-election as a Director of the Company, remain as Executive Director of the Company.
- (ii) Mr Chin Chee Choon will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman of the Board and a member of the Audit Committee, Nominating Committee and Remuneration Committee, and the Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- (iii) Mr Leow Wee Kia Clement will, upon re-election as a Director of the Company, remain as Chief Executive Officer and Executive Director of the Company.
- (iv) To comply with paragraph 17 of the notice of compliance dated 8 May 2019 which requires that the Board composition remain unchanged prior to the satisfactory resolution of the Special Audit, in the event that any of the retiring directors are not re-elected, the remaining Directors shall exercise their powers under the Constitution to re-appoint the remaining retiring Directors to the Board.

NOTES:

- (i) A member of the Company who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Act.

- (ii) Where a member appoints multiple proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under its Common Seal or the hand of its attorney or its duly authorised officer.
- (iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 3 Temasek Avenue, Level 34, Centennial Tower, Singapore 039190, not less than 48 hours before the time appointed for holding the above AGM.
- (v) A Depositor’s name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the AGM in order to be entitled to attend and vote at the AGM.

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 (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), 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.

*This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Mr Bernard Lui, Telephone: +65 6389 3000, Email: bernard.lui@morganlewis.com.

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IMPORTANT

1. Pursuant to Section 181(1C) of the Singapore Companies Act, Cap. 50 (the “**Act**”), relevant intermediaries may appoint more than two (2) proxies to attend, speak and vote at the Annual General Meeting.

PROXY FORM

(Please see notes overleaf before completing this Form)

2. For investors who have used their CPF/SRS monies to buy shares in the Company (“**CPF/SRS Investors**”), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.

3. CPF/SRS Investors are requested to contact their respective Agent Banks/SRS Operators for any queries they may have with regard to their appointment as proxies or the appointment of their Agent Banks / SRS Operators as proxies for the Annual General Meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of AGM of the Company dated 14 April 2020.

*I/We, _____ (Name) _____ (*NRIC/Passport/Registration No.)
of _____ (Address)
being a *member/members of ALLIED TECHNOLOGIES LIMITED (the “**Company**”), hereby appoint:

Name	NRIC/Passport/Registration No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or (delete as appropriate)

Name	NRIC/Passport/Registration No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the Annual General Meeting (“**AGM**”) of the Company as *my/our

*proxy/proxies to attend and to vote for *me/us on *my/our behalf at the AGM of the Company to be held at [] on 29th April 2020 at 9.30 a.m. and at any adjournment thereof.

No.	Resolutions relating to:	No. of Votes For	No. of Votes Against
Ordinary Business			
1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors, and the Statement of Directors		
2.	To re-elect Mr Low Si Ren Kenneth, a Director retiring pursuant to the Company's Constitution.		
3.	To re-elect Mr Chin Chee Choon, a Director retiring pursuant to the Company's Constitution.		
4.	To re-elect Mr Leow Wee Kia Clement, a Director retiring pursuant to the Company's Constitution.		
5.	To approve the payment of Directors' fees of \$138,411 for the financial year ended 31 December 2018.		
6.	To approve the payment of Directors' fees of \$190,110 for the financial year ended 31 December 2019.		
7.	To approve the payment of Directors' fees of \$200,000 for the financial year ending 31 December 2020.		
8.	To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix the Auditors' remuneration		
Special Business			
9.	To authorise the Directors to allot and issue shares and convertible securities.		

(Please indicate your vote 'For' or 'Against' with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the AGM.)

Dated this _____ day of _____ 2020

Total number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

*Delete where inapplicable