



Acma Ltd

ACMA LTD

(Company Registration No.: 196500233E)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the Circular dated 10 April 2014 ("Circular") issued by Acma Ltd.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of ACMA LTD. (the "**Company**") will be held at 17 Jurong Port Road Singapore 619092 on 29 April 2014 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any amendment the following resolutions:

RESOLUTION 1: ORDINARY RESOLUTION

APPROVAL OF THE ACMA EMPLOYEES' SHARE OPTION SCHEME 2014

(1) THAT the share option scheme to be known as the "Acma Employees' Share Option Scheme 2014" (the "**Scheme**") under which options may be granted to the following persons:-

- (a) full-time confirmed Employees of the Company or its Subsidiaries;
- (b) full-time confirmed Executive Directors of the Company or its Subsidiaries; and
- (c) Non-Executive Directors of the Company,

who have contributed to the success and development of the Company and its subsidiaries and who are selected to participate in the Scheme to subscribe for ordinary shares in the capital of the Company ("**Scheme Shares**"), and the rules of the Scheme, particulars of which are set out in the Circular to the Members dated 10 April 2014, be and are hereby approved with effect on 30 April 2014.

(2) THAT the Committee established pursuant to the rules of the Scheme be and is hereby authorised:-

- (a) to establish and administer the Scheme in accordance with the rules of the Scheme;
- (b) to offer and grant Options in accordance with the rules of the Scheme;
- (c) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules 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.

(3) THAT the Board be and is hereby authorised to allot and issue from time to time such number of Scheme Shares as may be required to be issued pursuant to the exercise of the options granted under the Scheme notwithstanding that the exercise of such options and such allotment and issue may occur after the conclusion of the next or any ensuing annual general meeting of the Company, provided always that the aggregate number of Scheme Shares shall not exceed fifteen per cent. (15%) of the total issued share capital of the Company from time to time.

RESOLUTION 2: ORDINARY RESOLUTION

APPROVAL OF THE AUTHORITY TO GRANT OF OPTIONS WITH EXERCISE PRICE AT DISCOUNT OF UP TO 20% TO THE MARKET PRICE

THAT the Committee be and is hereby authorised to offer and grant options to subscribe for Scheme Shares in the capital of the Company at exercise prices to be determined and fixed in accordance with the rules of the Scheme including exercise prices which are set at discounts to the Market Price for the Shares at the time of grant of such options, provided that the maximum discount shall not in any case exceed twenty per cent. (20%) of the average of the last dealt prices for ordinary shares in the capital of the Company, as determined by reference to the publication published by the SGX-ST for the three (3) consecutive Market Days (as defined in the Scheme) immediately preceding the date on which the offer to grant that option is made, rounded up to the nearest whole cent in the event of fractional prices.

BY ORDER OF THE BOARD

Keloth Raj Kumar (Mr)

Company Secretary

Singapore,

10 April 2014

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative to vote on its behalf. A proxy need not be a member of the Company.
2. The Proxy Form is attached and must be deposited at the registered office of the Company at 17 Jurong Port Road Singapore 619092 not less than 48 hours before the time fixed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.
3. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.