ADVANCE SCT LIMITED

Registration No. 200404283C
(Incorporated in Singapore)

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of Advance SCT Limited will be held at 65 Tech Park Crescent, Singapore 637787 on Friday, 29th April 2016 at 11.00 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2015 together with the Auditors' Report thereon.

   (Resolution 1)

2. To re-elect Mr Ng Siew Hoong Linus, a Director retiring under Regulation 108 of the Company's Constitution who, being eligible, offers himself for re-election.

   Mr Ng Siew Hoong Linus will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Key information on Mr Ng and his shareholdings can be found in the Board of Directors section of the Annual Report 2015. Apart from the above disclosure, there are no relationships (including immediate family relationships) between Mr Ng and the Company and its related corporations, Directors, officers or shareholders.

   (Resolution 2)

3. To re-elect Mr Loo Cheng Guan, a Director retiring under Regulation 108 of the Company's Constitution who, being eligible, offers himself for re-election.

   Mr Loo Cheng Guan will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Key information on Mr Loo and his shareholdings can be found in the Board of Directors section of the Annual Report 2015. Apart from the above disclosure, there are no relationships (including immediate family relationships) between Mr Loo and the Company and its related corporations, Directors, officers or shareholders.

   (Resolution 3)

4. To re-elect Mr Lee Suan Hiang a Director retiring under Regulation 104 of the Company's Constitution who, being eligible, offers himself for re-election.

   Mr Lee Suan Hiang will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committee. Key information on Mr Lee and his shareholdings can be found in the Board of Directors section of the Annual Report 2015. Apart from the above disclosure, there are no relationships (including immediate family relationships) between Mr Lee and the Company and its related corporations, Directors, officers or shareholders.

   (Resolution 4)

5. To approve the payment of Directors' Fees of S$93,000 for the financial year ending 31 December 2016. (FY2015: S$109,000)

   (Resolution 5)

6. To re-appoint Messrs Moore Stephens LLP as auditors of the Company and to authorise the Directors to fix their remuneration.

   (Resolution 6)

As Special Business

To consider and, if thought fit, to pass with or without any modifications, the following resolutions as ordinary resolutions:

7. To renew the ASCT Performance Shares Scheme, which was adopted by the Company on 13 July 2007.

   (Resolution 7)

9. To grant the Directors authority to allot and issue shares in the capital of the Company ("**Share Issue Mandate**")

   That pursuant to Section 161 of the Companies Act, Chapter 50 (the "**Act**") and the rules of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:–

   (I) (i) issue shares in 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) options, warrants, debentures or other instruments convertible or 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

   (II) (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:

   (1) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this resolution (as calculated in accordance with sub-paragraph 2 below), of which the aggregate number of Shares issued other than on a *pro rata* basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares, if any) (as calculated in accordance with sub-paragraph (2) below);

   (2) (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 (1) above, the total number of issued Shares shall be calculated based on the total number of issued Shares excluding treasury shares, if any, at the time of the passing of this resolution, after adjusting for:–

   (a) new Shares arising from the conversion or exercise of convertible securities;

   (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed; and

   (c) 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 Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) 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.

   (Resolution 9)

10. To grant the Directors authority to offer and grant options and/or grant awards and to allot and issue shares pursuant to the Advance SCT Employee Share Option Scheme and the ASCT Performance Shares Scheme

    That approval be and is hereby given to the Directors to offer and grant options and/or awards from time to time in accordance with the provisions of the Advance SCT Employee Share Option Scheme and ASCT Performance Shares Scheme (collectively the "**ASCT Schemes**"), and, pursuant to Section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company (collectively the "**Scheme Shares**") as may be required to be issued pursuant to the exercise of options and/or awards granted under the ASCT Schemes and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the aggregate number of Scheme Shares to be issued shall not exceed 15 per cent. of the total number of issued Shares excluding treasury shares of the Company from time to time.

    (Resolution 10)

11. To transact any other business that may be transacted at an Annual General Meeting.

On Behalf of the Board

Simon Eng
Chairman

Singapore, 14 April 2016

Notes:

1. A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two (2) proxies to attend and vote on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. Pursuant to Section 181 of the Act, a member who is a relevant intermediary entitled to attend and vote at the Annual General Meeting is entitled to appoint more than two (2) proxies to attend and vote at the 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 appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

   "relevant intermediary" means:

   (a) a banking corporation licenced under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
3. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100.0% of the shareholding and any second named proxy as an alternate to the first named.
4. The instrument appointing a proxy must be deposited at the business address of the Company at 65 Tech Park Crescent, Singapore 637787 not less than 48 hours before the time for holding the Meeting.
5. A Depositor shall not be regarded as a member of the Company entitled to attend and vote at the Annual General Meeting unless his name appears on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time appointed for the Annual General Meeting.

EXPLANATORY NOTES:

Ordinary Resolution 9

The proposed Resolution 9, if passed, will empower the Directors, from the date of the above Meeting until the next Annual General Meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50 per cent. of the total number of issued Shares excluding treasury shares, with a sub-limit of 20 per cent. for Shares issued other than on a pro rata basis to Shareholders.

Ordinary Resolution 10

The proposed Resolution 10, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting, to offer and grant options and/or awards and to allot and issue Shares in the capital of the Company, pursuant to the exercise of options under the Advance SCT Employee Share Option Scheme and/or the awards under the ASCT Performance Shares Scheme provided that the aggregate number of Shares to be issued does not exceed in total fifteen per centum (15%) of the total number of issued Shares excluding treasury shares of the Company for the time being.

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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**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.