

# CHALLENGER TECHNOLOGIES LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No: 198400182K

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of CHALLENGER TECHNOLOGIES LIMITED will be held at 1 Ubi Link, Challenger TechHub, Singapore 408553 on Tuesday, 28 April 2015 at 10.00 a.m. for the following purposes:-

## AS ORDINARY BUSINESS:-

- To receive and adopt the audited accounts for the financial year ended 31 December 2014 together with the reports of the Directors and Auditors, and the Statement of Directors. **(Resolution 1)**
- To declare a final tax exempt (one-tier) dividend of 1.25 cent per ordinary share for the financial year ended 31 December 2014. **(Resolution 2)**
- To re-elect the following directors retiring pursuant to Article 107 of the Company's Articles of Association:  
(a) Mr Loo Leong Thye **(Resolution 3)**  
(b) Ms Tan Chay Boon **(Resolution 4)**  
[See Explanatory Note (1)]
- To approve the payment of Directors' fees of S\$97,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears. **(Resolution 5)**
- To re-appoint RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS:-

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-

- That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to allot and issue shares or convertible securities or exercise of any share option or vesting of any share award outstanding or subsisting from time to time (whether by way of rights, bonus or otherwise) and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities which may be issued pursuant to such authority shall not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares and convertible securities which may be issued other than on a pro-rata basis to the existing Shareholders of the Company shall not exceed 2% of the issued share capital of the Company (the percentage of issued share capital being based on the issued share capital at the time such authority is given after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee share options on issue at the time such authority is given and any subsequent consolidation or subdivision of shares) and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting, 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 (2)] **(Resolution 7)**

## BY ORDER OF THE BOARD

CHIA FOON YEOW, Company Secretary, Singapore  
13 April 2015

## EXPLANATORY NOTES:

- Mr Loo Leong Thye will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company. Ms Tan Chay Boon will, upon re-election as a Director of the Company, remain as the member of the Audit Committee, the Nominating Committee and the Remuneration Committee, and the Board considers her to be independent for the purpose of Rule 704(B) of the Listing Manual of the SGX-ST.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, to allot and issue shares and convertible securities in the Company up to an amount not exceeding in total fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company. The percentage of the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time the proposed Ordinary Resolution is passed after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of awards outstanding or subsisting at the time the proposed Ordinary Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless previously revoked or varied at a General Meeting, expire at the next Annual General Meeting of the Company.

## NOTES:

- A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
- Where a member appoints two 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.
- If the member is a corporation, the instrument appointing the proxy must be under its common seal or the hand of its attorney or a duly authorised officer.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 1 Ubi Link, Challenger TechHub, Singapore 408553 not less than 48 hours before the time appointed for holding the above Meeting.
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the above Meeting of the Company 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 above Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the above Meeting of the Company (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.