



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Asian Micro Holdings Limited (the "Company") will be held at Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162 on Friday, 23 October 2015 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Article 89 of the Articles of Association of the Company:
Mr. Chue Wai Tat **(Resolution 2)**
Mr. Ng Chee Wee **(Resolution 3)**
Mr. Chue will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and members of the Nominating and Remuneration Committees and will be considered independent for the purpose of Rule 704(7) of the Listing Manual – Section B: Rules of Catalyst of Singapore Exchange Securities Trading Limited.
- To approve the payment of Directors' fees of \$48,000 for the financial year ended 30 June 2015 (2014: \$48,000). **(Resolution 4)**
- To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- 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 into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (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 of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares in the capital of the Company excluding treasury shares (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 shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (subject to such 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 issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- 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 Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (i)]

(Resolution 6)

7. Authority to issue shares under the Asian Micro Employees' Share Option Scheme 2010

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing Asian Micro Employees' Share Option Scheme 2010 (the "Scheme") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed twenty five per centum (25%) of the total number of issued shares in the capital of the Company excluding treasury shares from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

[See Explanatory Note (ii)]

(Resolution 7)

8. Grant of options under the Asian Micro Employees' Share Option Scheme 2010 to Controlling Shareholder, Mr. Lim Kee Liew @ Victor Lim

That the Directors of the Company be and are hereby authorised to offer and grant to Mr. Lim Kee Liew @ Victor Lim, a Controlling Shareholder of the Company, of options pursuant to and in accordance with the rules of the Asian Micro Employee's Share Option Scheme 2010 on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue new Shares upon the exercise of such options:

- Proposed date of grant of options : Within 30 market days after the AGM
- Number of Shares comprised in the proposed options : 3,000,000 Shares (representing approximately 0.32% of the total issued Shares as at the date of this Notice)
- Exercise price per Share : Market Price
- Exercise period : Exercisable at any time after first anniversary of the Date of Grant

[See Explanatory Note (iii)]

(Resolution 8)

9. Grant of options under the Asian Micro Employees' Share Option Scheme 2010 to Controlling Shareholder, Mdm. Leong Lai Heng

That the Directors of the Company be and are hereby authorised to offer and grant to Mdm. Leong Lai Heng, a Controlling Shareholder of the Company, of options pursuant to and in accordance with the rules of the Asian Micro Employee's Share Option Scheme 2010 on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue new Shares upon the exercise of such options:

- Proposed date of grant of options : Within 30 market days after the AGM
- Number of Shares comprised in the proposed options : 3,000,000 Shares (representing approximately 0.32% of the total issued Shares as at the date of this Notice)
- Exercise price per Share : Market Price
- Exercise period : Exercisable at any time after first anniversary of the Date of Grant

[See Explanatory Note (iii)]

(Resolution 9)

10. Grant of options under the Asian Micro Employees' Share Option Scheme 2010 to an Associate of the Controlling Shareholder, Mr. Lin Xianglong Winchester

That the Directors of the Company be and are hereby authorised to offer and grant to Mr. Lin Xianglong Winchester, an associate of Mr. Lim Kee Liew @ Victor Lim and Mdm. Leong Lai Heng, each a Controlling Shareholder of the Company, of options pursuant to and in accordance with the rules of the Asian Micro Employee's Share Option Scheme 2010 on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue new Shares upon the exercise of such options:

- Proposed date of grant of options : Within 30 market days after the AGM
- Number of Shares comprised in the proposed options : 3,000,000 Shares (representing approximately 0.32% of the total issued Shares as at the date of this Notice)
- Exercise price per Share : Market Price
- Exercise period : Exercisable at any time after first anniversary of the Date of Grant

[See Explanatory Note (iii)]

(Resolution 10)

By Order of the Board

Lynn Wan Tiew Leng
Company Secretary
Singapore, 7 October 2015

Explanatory Notes:

- The Ordinary Resolution 6 in item 6 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares in the capital of the Company excluding treasury shares, of which up to 50% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares will be calculated based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- The Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in aggregate (for the entire duration of the Scheme) twenty five per centum (25%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.

- The grant of awards to the Controlling Shareholders of the Company and/or their associates under the Asian Micro Employees' Share Option Scheme 2010 is required to be approved by the Shareholders of the Company. Mr. Lim Kee Liew @ Victor Lim and Mdm. Leong Lai Heng are Controlling Shareholders of the Company. Mr. Lin Xianglong Winchester is an immediate family member of Mr. Lim Kee Liew @ Victor Lim and Mdm. Leong Lai Heng, and thus an associate of Mr. Lim Kee Liew @ Victor Lim and Mdm. Leong Lai Heng.

Further details of the Asian Micro Employee's Share Option Scheme 2010 are set out in the circular to Shareholders dated 13 October 2010 in relation to, *inter alia*, the proposed adoption of the Asian Micro Employees' Share Option Scheme 2010.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 63 Hillview Avenue, #08-01 Lam Soon Industrial Building, Singapore 669569 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

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 notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), RHT Capital Pte Ltd for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Chew Kok Liang, RHT Capital Pte Ltd at Six Battery Road, #10-01, Singapore 049909, telephone (65) 6381 6757.