

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of AZTECH SYSTEMS LTD will be held at 31 Ubi Road 1, Aztech Building, Singapore 408694 on Tuesday, April 10, 2007 at 10.00 am for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended December 31, 2006 together with the Directors' Report and Auditors' Report thereon. **[Resolution 1]**
2. To declare a final one-tier tax exempt dividend of \$0.010 per share for the financial year ended December 31, 2006 as recommended by the Directors. **[Resolution 2]**
3. To approve the Directors' Fees of \$319,028 for the financial year ended December 31, 2006. (2005 : \$185,000) **[Resolution 3]**
4. To re-elect Mr Khoo Ho Tong who is retiring under Article 107 of the Articles of Association. **[Resolution 4]**
5. To re-elect Mr Martin Chia Heok Miin who is retiring under Article 117 of the Articles of Association. **[Resolution 5]**
6. To re-elect Mr Jeremy Mun Weng Hung who is retiring under Article 117 of the Articles of Association. **[Resolution 6]**
7. To re-appoint Messrs Deloitte & Touche as auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 7]**
8. To transact any other routine business which may be properly transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

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

9. IT WAS RESOLVED THAT the Directors be and are hereby authorised pursuant to the provisions of Section 161 of the Companies Act, Cap. 50 (the "Act") to allot and issue shares and convertible securities of the Company on such terms and conditions and with such rights or restrictions as they may deem fit PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty per cent (50%) of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the issued share capital of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. For the purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for:

- (a) new shares arising from the conversion or exercise of convertible securities or from exercising employee share options outstanding or subsisting at the time of the passing of this resolution; and
- (b) any subsequent consolidation or subdivision of shares. **[Resolution 8]**

10. IT WAS RESOLVED THAT approval be and is hereby given to the Directors to offer and grant options under the Aztech Group Employees' Share Option Scheme 2000 which was approved by the shareholders at an Extraordinary General Meeting of the Company on March 10, 2000 ("ESOS 2000") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the ESOS 2000, PROVIDED ALWAYS THAT the aggregate number of shares to be issued pursuant to the ESOS 2000 shall not exceed fifteen per cent (15%) of the total issued share capital of the Company from time to time. **[Resolution 9]**

## 11 IT WAS RESOLVED THAT:-

- (a) the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("Shares"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) market purchase(s) (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
  - (ii) off-market purchase(s) (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
  - (i) the date on which the next annual general meeting of the Company is held; or
  - (ii) the date by which the next annual general meeting of the Company is required by law to be held;

(c) in this Resolution:-

"**Prescribed Limit**" means ten per cent (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:-

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares;

where:-

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company and/ or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/ or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. **[Resolution 10]**

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on April 25, 2007, for the preparation of dividend warrants. The final one-tier tax exempt dividend of \$0.010 per share for the financial year ended December 31, 2006 will be paid on May 10, 2007.

Duly completed transfers received by the Company's Share Registrar, B.A.C.S. Pte Ltd of 63 Cantonment Road, Singapore 089758 up to close of business at 5 p.m. on April 24, 2007 will be registered to determine shareholders' entitlement to the said dividend. Members whose securities accounts with the Central Depository (Pte) Limited are credited with shares at 5 p.m. on April 24, 2007 will be entitled to the said dividend.

## BY ORDER OF THE BOARD

*Ms Pavani Nagarajah*  
Company Secretary  
Date: March 26, 2007  
Singapore

## NOTES:

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorized representative or proxy to vote on its behalf.

A proxy need not be a member of the Company.

The instrument appointing a proxy must be deposited at the Company's registered office at 31 Ubi Road 1, Aztech Building, Singapore 408694 at least 48 hours before the time of the Meeting.

- (ii) If re-elected under Resolution 4, Mr Khoo Ho Tong will remain the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee and will be considered an independent director of the Company.
- (iii) If re-elected under Resolution 5, Mr Martin Chia Heok Miin will remain and will be considered an executive director of the Company.
- (iv) If re-elected under Resolution 6, Mr Jeremy Mun Weng Hung will remain and will be considered an executive director of the Company.
- (v) Resolution 8, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty per cent (50%) of the issued capital of the Company (of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.
- (vi) Resolution 9, if passed, will empower the Directors to offer and grant options and issue shares pursuant to the Aztech Group Employees' Share Option Scheme 2000, which was approved by the shareholders at an Extraordinary General Meeting of the Company on March 10, 2000 ("ESOS 2000"), provided always that the aggregate number of shares to be issued pursuant to ESOS 2000 shall not exceed fifteen per cent (15%) of the company's issued share capital for the time being. This authority will continue in force until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.

## Aztech Systems Ltd

(Incorporated in the Republic of Singapore) Company Registration No. 198601642R  
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