

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifty-First Annual General Meeting of **ACMA Ltd.** (the "Company") will be held on Thursday, 28 April 2016 at 9.00 a.m. at 17 Jurong Port Road, Singapore 619092, to transact the following businesses: -

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **[Resolution 1]**
2. To approve the proposed Directors' fee of S\$114,000/- for the financial year ended 31 December 2015. [2014: S\$113,000/-] **[Resolution 2]**
3. To re-elect Mr Victor Levin, a Director retiring pursuant to Article 93 of the Company's Constitution. **[Resolution 3]**
4. To re-elect Mr Tan Keng Lin, a Director retiring pursuant to Article 93 of the Company's Constitution. **[Resolution 4]**
5. To re-appoint Messrs Mazars LLP, as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. 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 Ordinary Resolutions with or without any modifications:-

7. **Authority to allot and issue shares up to fifty per cent (50%) of issued share capital**  
"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorized to issue and allot new shares in the Company (whether by way of rights, bonus or otherwise) 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, 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 total issued shares 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 of the Company shall not exceed twenty per cent (20%) of the total issued shares of the Company, 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 Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held, whichever is the earlier." **[Resolution 6]**  
**[See Explanatory Note on Special Business (i)]**
8. **Authority to grant options and issue shares under the Acma Employees' Share Option Scheme 2014**  
"THAT pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the Acma Employees' Share Option Scheme 2014 ("the Scheme") and to allot and 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 the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total issued shares of the Company from time to time." **[Resolution 7]**  
**[See Explanatory Note on Special Business (ii)]**

**BY ORDER OF THE BOARD****Keloth Raj Kumar (Mr)****Company Secretary**Singapore,  
12 April 2016**Notes:**

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak 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's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
2. A proxy need not be a Member of the Company.
3. Members wishing to vote by proxy/proxies at the meeting may use the proxy form enclosed. The completed proxy form 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 appointed for the Meeting.

**Note to item no. 3**

Mr Victor Levin is a Non-Executive Director. He will continue in the said capacity upon re-election as a Director of the Company.

**Note to item no. 4**

Mr Tan Keng Lin is an Independent Director and a member of the Audit, Remuneration and Nominating Committees. He will continue in the said capacities upon re-election as a Director of the Company.

**EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:**

- (i) In the proposed **Resolution 6**, the percentage of issued share capital is calculated based on the issued shares at the time of the passing of the resolution approving the mandate 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 outstanding or subsisting at the time of the passing of the resolution approving the mandate; and (c) any subsequent bonus issue, consolidation or subdivision of shares. The proposed Resolution 6, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue new shares in the Company (whether by way of rights, bonus or otherwise).  
The number of shares which the Directors may issue under this Resolution shall not exceed fifty per cent (50%) of the total issued shares of the Company. For issue of shares other than on a pro-rata basis to all existing shareholders of the Company, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total issued shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (ii) The proposed **Resolution 7**, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares up to an amount in aggregate not exceeding fifteen per cent (15%) of the total issued shares of the Company from time to time pursuant to the exercise of the options under the Scheme.