

ACMA LTD.
(Incorporated in Singapore)
Company Registration No. 196500233E

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Eighth Annual General Meeting (“AGM”) of ACMA Ltd. (the “Company”) will be convened and held by way of electronic means on Friday, 28 April 2023 at 9.00 a.m. to transact the following businesses: -

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors’ Report thereon.
[Resolution 1]
2. To approve the proposed Directors’ fees of S\$104,000/- for the financial year ended 31 December 2022. [2021: S\$104,000/-]
[Resolution 2]
3. To re-elect Mr Victor Levin, a Director retiring pursuant to Article 93 of the Company’s Constitution and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST).
[Resolution 3]
[See Explanatory Notes]
4. To re-elect Mr Joseph Foo Chee Hoe, a Director retiring pursuant to Article 93 of the Company’s Constitution and Rule 720(5) of the Listing Manual of SGX-ST.
[Resolution 4]
[See Explanatory Notes]
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.

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 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to issue and allot new shares in the capital of the Company (“Shares”) (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 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in each class 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 20% of the total number of issued shares excluding treasury shares and subsidiary holdings in each class 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 Notes]

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 1967, 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 number of issued shares excluding treasury shares and subsidiary holdings in each class of the Company from time to time.”

[Resolution 7]

[See Explanatory Notes]

BY ORDER OF THE BOARD

Keloth Raj Kumar (Mr)
Company Secretary

Singapore,
10 April 2023

Explanatory Notes:

(i) **Resolution 3:**

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

Detailed information on this Director (including information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited) can be found under “Supplemental Information on Directors Seeking Re-election” and “Board of Directors” in the Company’s Annual Report 2022.

(ii) **Resolution 4:**

Subject to the passing of Resolution 4, Mr Joseph Foo Chee Hoe will continue as Independent Director of the Company, remains as the Chairman of Remuneration Committee, Chairman of Employees’ Share Option Scheme Committee, a member of Audit and Risk Committee, and a member of Nominating Committee.

Detailed information on this Director (including information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited) can be found under “Supplemental Information on Directors Seeking Re-election” and “Board of Directors” in the Company’s Annual Report 2022.

- (iii) **Resolution 6** above, the percentage of issued share capital is calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings in each class 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 any convertible securities; (b) new shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; 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 AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is earlier, 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 number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company). For issue of shares other than on a pro-rata basis to 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 number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company).

- (iv) **Resolution 7** if passed, will empower the Directors of the Company from the date of the above AGM until the next AGM, or the day by which the next AGM is required by law to be held, whichever is the earlier, to issue shares up to an amount in aggregate not exceeding fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company) from time to time pursuant to the exercise of the options under the Scheme.

Notes:-

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at <https://www.acmaltd.com/agm-egm> and is also made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Participation in the AGM via electronic means

3. Alternative arrangements relating to:
 - a) attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
 - b) submission of questions to the Chairman of the Meeting in advance of, or "live" via text-based questions through the audio-visual webcast platform at, the AGM, and addressing of substantial and relevant questions in advance of, or "live" at, the AGM; and
 - c) voting at the AGM (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member's behalf at the AGM,

are set out in the accompanying Company's announcement dated 10 April 2023. This announcement may be accessed at the Company's website at the URL <https://www.acmaltd.com/agm-egm> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Registration for the AGM

4. Members or where applicable, their appointed proxy(ies) of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 9.00 a.m. on 26 April 2023 ("Registration Deadline"), at the URL <https://conveneagm.sg/ACMAAGM2023> for the Company to authenticate his/her/its status as a member.

Please note that members of the Company may access the URL <https://conveneagm.sg/ACMAAGM2023> for registration from 9.00 a.m. on 10 April 2023 onwards.

Following successful authentication of his/her/its status as members of the Company, authenticated members of the Company will receive an email ("Confirmation Email") by 4.00 p.m. on 26 April 2023 and can access the LIVE WEBCAST and AUDIO ONLY MEANS via logging into the pre-registration website using their login credentials (via one device at one time e.g. mobile phone, tablet, laptop or desktop) created during pre-registration to observe the proceedings of the AGM on the AGM day. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by 4.00 p.m. on 26 April 2023 may contact the Company for assistance at (65) [68567330](tel:68567330) or email support@conveneagm.com.

Voting "live", or submitting instruments appointing a proxy(ies) to vote "live", at the AGM

5. To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the AGM. Instead, alternative arrangements relating to members' participation at the AGM are:
 - a) (where the member is an individual) vote "live" via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on his/her/its behalf; or

- b) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.

The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <https://www.acmaltd.com/agm-egm> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://conveneagm.sg/ACMAAGM2023>.

Submission of Questions

6. A member who pre-registers to watch the live audio-visual webcast or listen to the live stream, may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 9.00 a.m. on 18 April 2023.
 - a) via the pre-registration website at URL <https://conveneagm.sg/ACMAAGM2023>
 - b) in hard copy by sending personally or by post and lodging the same at the Registered Office of the Company at 17 Jurong Port Road, Singapore 619092.
 - c) by email to the Company at enquiries@acmaltd.com
7. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including investors who have used their CPF monies and/or the Supplementary Retirement Scheme monies to buy shares (“**CPF Investors**” and “**SRS Investors**” respectively), and who wish to participate in the AGM should, in addition to pre-registering online, contact their respective relevant intermediaries (which would include, in the case of CPF Investors and SRS Investors, CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

Submission of Proxy Form to Vote:

8. A proxy need not be a member of the Company.
9. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
10. Where an instrument appointing a proxy is signed on behalf of the appointor or by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
11. The duly executed Proxy Form (together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a duly certified copy of that power of attorney or other authority, failing previous registration with the Company), must be submitted:
 - (i) by post to the Registered Office of the Company at 17 Jurong Port Road, Singapore 619092; or
 - (ii) by electronically:
 - a) via email to enquiries@acmaltd.com or;
 - b) via the pre-registration website which is accessible from the URL <https://conveneagm.sg/ACMAAGM2023>

in each case, not less than 48 hours before the time appointed for holding the AGM, i.e. by 9.00 a.m. on Wednesday, 26 April 2023, and in default of which the Proxy Form shall not be treated as valid.

A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting the hardcopy by post to the address provided above, or before scanning and sending it by email to the email address provided above or via the pre-registration website at the URL provided above.

12. Members are strongly encouraged to submit completed Proxy Forms electronically via email or via the pre-registration website.
13. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF Investors and SRS Investors, who wish to exercise their votes by appointing a proxy should approach their respective relevant intermediaries (which would include, in the case of CPF Investors and SRS Investors, CPF Agent Banks and SRS Operators) through which they hold such shares in order to submit their voting instructions at least seven working days before the AGM (i.e. by 9.00 a.m. on Tuesday, 18 April 2023).
14. The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.