

SUNNINGDALE TECH LTD

(Company Registration No. 199508621R)
Incorporated in the Republic of Singapore

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at the Mandarin Orchard Singapore, 333 Orchard Road, Mandarin Ballroom 2, 6th Floor, Main Tower, Singapore 238867 on Thursday, 25 April 2013 at 3.30 p.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2012 together with the Auditors' Report thereon. (Resolution 1)
- To declare a Final Dividend (tax exempt one-tier) of 0.6 cents per ordinary share for the financial year ended 31 December 2012. (Resolution 2)
- To approve the Directors' fees of S\$430,000 for the financial year ended 31 December 2012 (2011: S\$430,000). (Resolution 3)
- To re-elect the following Directors who retire by rotation under Article 91 of the Company's Articles of Association:
(i) Mr Koh Boon Hwee (Resolution 4)
(ii) Mr Gabriel Tso Chen Tye (Resolution 5)
[Note: Mr Gabriel Tso Chen Tye, upon re-election, shall remain as a member of Audit and Nominating Committees. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Ltd ("SGX-ST").]
- To re-appoint Mr Steven Tan Chee Chuan as a Director pursuant to Section 153(6) of the Companies Act, Cap. 50. (Resolution 6)
[Note: Mr Steven Tan Chee Chuan, upon re-appointment, shall remain as the Chairman of the Remuneration Committee and a member of the Audit Committee. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.]
- To re-appoint Mr Kaka Singh as a Director pursuant to Section 153(6) of the Companies Act, Cap. 50. (Resolution 7)
[Note: Mr Kaka Singh, upon re-appointment, shall remain as the Chairman of the Audit Committee. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.]
- To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

AS SPECIAL BUSINESS

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

- Authority to Issue Shares up to 50 per centum (50%) of the Issued Shares in the Capital of the Company
(a) THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:
(i) issue shares and convertible securities in the Company ("shares") whether by way of rights, bonus or otherwise and/or
(ii) 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
(b) notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:
(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(i) new shares arising from the conversion or exercise of the Instruments or any convertible securities that have been issued pursuant to any previous shareholders approval and which are outstanding as at the date of the passing of this Resolution;
(ii) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares;
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
(4) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force (i) 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 the earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments. (Resolution 9)
- Authority to allot and issue shares pursuant to Sunningdale Tech Share Option Scheme ("STL ESOS"), Sunningdale Tech Restricted Share Plan ("STL RSP") and Sunningdale Tech Performance Share Plan ("STL PSP")
That:
(a) approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the STL ESOS and/or to grant share awards in accordance with the provisions of the STL RSP and/or the STL PSP; and
(b) approval be and is hereby given to the Directors to exercise full powers of the Company to issue, allot or otherwise dispose of shares in the Company as may be required to be issued, allotted or disposed, in connection with or pursuant to the exercise of the options granted under the STL ESOS and/or such number of shares as may be required to be issued or allotted pursuant to the vesting of awards under the STL RSP and/or the STL PSP.
Provided that the aggregate number of shares to be issued and allotted pursuant to the STL ESOS, the STL RSP and the STL PSP shall not exceed fifteen per centum (15%) of the total number of issued shares of the Company from time to time. (Resolution 10)
- Renewal of Mandate for Share Purchase
That:
(1) for the purposes of Sections 76C and 76E of the Companies Act, Cap 50 of Singapore (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
(a) market purchase(s) on the SGX-ST and/or
(b) off-market purchase(s) if effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies 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");
(2) 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 date of the passing of this Resolution and expiring on the earlier of:
(a) the date on which the next Annual General Meeting of the Company is held; and
(b) the date by which the next Annual General Meeting of the Company is required by law to be held;
(3) In this Resolution:
"Average Closing Price" means the average of the last dealt prices of a Share for the five consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of 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 in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five days period;
"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 purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;
"Maximum Limit" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and
"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:
(a) in the case of a market purchase of a Share, 10% of the Average Closing Price of the Shares; and
(b) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; and
(4) 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 and/or authorised by this Resolution. (Resolution 11)

11. To transact any other business of which due notice shall have been given

BY ORDER OF THE BOARD

DOROTHY HO
Company Secretary
Dated: 10 April 2013

NOTES:

- A member of the Company entitled to attend and vote at the Annual General Meeting is, entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument appointing a proxy must be lodged at the registered office of the Company at 51 Joo Koon Circle, Singapore 629069 not less than 48 hours before the time appointed for the Annual General Meeting.

EXPLANATORY NOTES

- Resolution 9 proposed in Item 8 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting to issue shares and convertible securities in the Company, without seeking any further approval from the shareholders at a general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider in the interests of the Company. This proposed Resolution, if passed, will authorise and empower the Directors of the Company to issue shares, up to a number not exceeding, in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.
- Resolution 10 proposed in Item 9 above, is to empower the Directors to grant options, allot and issue shares pursuant to the exercise of options under the STL ESOS and the vesting of the awards under STL RSP and STL PSP, provided that the aggregate number of shares to be issued under the STL ESOS, STL RSP and STL PSP does not exceed fifteen per cent (15%) of the total number of issued shares of the Company from time to time.
- Resolution 11 proposed in Item 10 above, is to renew the mandate to empower Directors of the Company to make purchases or otherwise acquire the Company's issued ordinary shares from time to time subject to and in accordance with the guidelines set out in Appendix 1 in the Annual Report of the Company for the year ended 31 December 2012, accompanying this Notice. This authority will expire at the conclusion of the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Sunningdale Tech Ltd (the "Company") will be closed on 7 May 2013 for the purpose of determining Members' entitlements to the Dividend to be proposed at the Annual General Meeting of the Company to be held on 25 April 2013.

Duly completed registrable transfer of shares in the Company (the "Shares") received up to the close of business at 5.00 pm, on 6 May 2013 by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, will be registered to determine Members' entitlements to such Dividend. Subject to the aforesaid, Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with the Shares as at 7 May 2013 will be entitled to such proposed Dividend.

The proposed Dividend, if approved at the Annual General Meeting, will be paid on 17 May 2013.

BY ORDER OF THE BOARD

DOROTHY HO
Company Secretary
Dated: 10 April 2013