

SUNNINGDALE TECH LTD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sunningdale Tech Ltd (the "Company") will be held at **InterContinental Singapore, 80 Middle Road, The Bugis Vault, Lower Lobby Level, Singapore 188966** on **Tuesday, 29th April 2014** at **4.30 p.m. or immediately after the conclusion of the Annual General Meeting which commenced at 3.30 p.m.** for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:-

RESOLUTION 1: ORDINARY RESOLUTION SUNNINGDALE RESTRICTED SHARE PLAN 2014

That a new restricted share plan to be known as the STL RSP 2014 (the "Share Plan"), the rules of which have been set out in Appendix A of the Circular, under which awards ("Awards") of fully paid Shares, their equivalent cash value (where applicable) or combinations thereof (where applicable) will be granted, free of payment, to selected employees (including executive directors) of the Company, its subsidiaries and Associated Companies, details of which are set out in the Circular, be and is hereby approved and adopted, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Share Plan;
- (b) to modify and/or amend the Share Plan from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan;
- (c) pursuant to Section 161 of the Companies Act (Cap. 50), to offer and grant awards under the Share Plan in accordance with the rules of the Share Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of the Awards whether granted during the subsistence of this authority or otherwise, under the Share Plan upon the vesting of the Awards and in accordance with the provisions of the Share Plan, provided that the aggregate number of Shares issued and issuable pursuant to the Share Plan and any other existing share-based incentive schemes of the Company shall not exceed 15% of the total number of issued Shares (excluding treasury shares) from time to time; and
- (d) to offer and grant Awards and deliver existing fully paid-up Shares purchased from the market or held in treasury to any person who has been granted an Award ("Participant"), pursuant to the vesting of the Awards.

RESOLUTION 2: ORDINARY RESOLUTION SUNNINGDALE PERFORMANCE SHARE PLAN 2014

That a new performance share plan to be known as the STL PSP 2014 (the "Share Plan"), the rules of which have been set out in Appendix B of the Circular, under which awards ("Awards") of fully paid Shares, their equivalent cash value (where applicable) or combinations thereof (where applicable) will be granted, free of payment, to selected employees (including executive directors) of the Company, its subsidiaries and Associated Companies, details of which are set out in the Circular, be and is hereby approved and adopted, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Share Plan;
- (b) to modify and/or amend the Share Plan from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan;
- (c) pursuant to Section 161 of the Companies Act (Cap. 50), to offer and grant awards under the Share Plan in accordance with the rules of the Share Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of the Awards whether granted during the subsistence of this authority or otherwise, under the Share Plan upon the vesting of the Awards and in accordance with the provisions of the Share Plan, provided that the aggregate number of Shares issued and issuable pursuant to the Share Plan and any other existing share-based incentive schemes of the Company shall not exceed 15% of the total number of issued Shares (excluding treasury shares) from time to time; and
- (d) to offer and grant Awards and deliver existing fully paid-up Shares purchased from the market or held in treasury to any person who has been granted an Award ("Participant"), pursuant to the vesting of the Awards.

BY ORDER OF THE BOARD

Dorothy Ho
Company Secretary
11th April, 2014

Notes:-

1. A Depositor's name must appear on the Depository Register maintained by The Central Depository Registry (Pte) Limited as at 48 hours before the time fixed for holding the Extraordinary General Meeting of the Company (the "EGM") in order to be entitled to attend and vote at the EGM.
2. A member entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead and any such proxy need not be a member of the Company.
3. If a proxy is appointed, the proxy form must be deposited at the registered office of the Company at 51 Joo Koon Circle, Singapore 629069, at least 48 hours before the time fixed for the holding of the EGM.
4. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.