

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of ACROMEC LIMITED (the “**Company**”) will be held by way of electronic means on Wednesday, 27 January 2021 at 3.00 p.m. for the following purposes:–

AS ORDINARY BUSINESS

Resolution 1

1. To receive and adopt the audited financial statements for the financial year ended 30 September 2020, together with the Directors’ Statement and Independent Auditors’ Report.

Resolution 2

2. To re-elect Mr Lim Say Chin who is retiring pursuant to Regulation 108 of the Company’s Constitution (the “**Constitution**”) and who, being eligible, offers himself for re-election as a Director of the Company.

*Mr Lim Say Chin will, upon re-election as a Director of the Company, remain as a Chairman and Managing Director of the Company. Please refer to Corporate Governance Report on pages 32 to 36 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”).*

Resolution 3

3. To re-elect Mr Yee Kit Hong who is retiring pursuant to Regulation 108 of the Constitution and who, being eligible, offers himself for re-election as a Director of the Company.

Mr Yee Kit Hong will, upon re-election as a Director of the Company, remain as Independent Director, Chairman of the Audit and Remuneration Committees and a member of the Nominating Committee. Mr Yee Kit Hong will be considered independent pursuant to Rule 704(7) of the Catalist Rules. Please refer to Corporate Governance Report on pages 32 to 36 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

Resolution 4

4. To approve the payment of Directors’ fees of S\$117,000 for the financial year ended 30 September 2020.

Resolution 5

5. To re-appoint Deloitte & Touche LLP as the Company’s Independent Auditors and to authorise the Directors of the Company to fix their remuneration.
6. To transact any other ordinary business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

Resolution 6

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:–

“Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), authority be and is hereby given to the directors of the Company (the “**Directors**”) to:–

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- (A) (i) allot and issue shares in the capital of 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) 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 may in their absolute discretion deem fit; and

- (B) (notwithstanding that 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 while this authority was in force,

provided that:-

- (1) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) ("**Issued Shares**"), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed fifty per cent (50%) of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for:-
- (i) new Shares arising from the conversion or exercise of any convertible securities;
- (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this authority is given, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (ii) any subsequent bonus issue, consolidation or sub-division of Shares;

Adjustments in accordance with (2)(i) and (2)(ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Chapter 50 of Singapore, and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force 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."

[see Explanatory Note (i)]

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Resolution 7

8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:–

“Authority to allot and issue shares pursuant to the Acromec Performance Share Scheme

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the directors of the Company (the “**Directors**”) be authorised and empowered to grant awards in accordance with the provisions of the Acromec Performance Share Scheme (the “**Share Scheme**”) and to allot and issue from time to time such number of shares in the capital of the Company (“**Shares**”) as may be required to be issued pursuant to the vesting of the awards under the Share Scheme, provided that the aggregate number of new Shares which may be issued pursuant to the vesting of awards under the Share Scheme, when added to the number of new Shares issued and issuable in respect of all awards granted under the Share Scheme and any other share-based incentive scheme of the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) preceding that date of grant of award and such authority shall, unless revoked or varied by the Company in general meeting, 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 earlier.”

[see Explanatory Note (ii)]

Resolution 8

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:–

“Share purchase mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares (“**Shares**”) in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme as may be determined or formulated by the directors of the Company as they consider fit, such scheme shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, 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**”);

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- (b) the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or
 - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;

- (c) in this Resolution:

“**Prescribed Limit**” means 10% of the issued ordinary Shares (excluding treasury shares and subsidiary holdings, if any) of the Company as at the date of the passing of this Resolution; and “**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price,

where:

“**Average Closing Price**” is the average of the closing market prices of a Share over the last five Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five day period and on the day of which the purchases are made on;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating 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; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

- (d) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[see Explanatory Note (iii)]

BY ORDER OF THE BOARD

Siau Kuei Lian/Teo Chia Hui
Company Secretaries
Singapore
12 January 2021

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Explanatory Notes:

- (i) Under the Catalist Rules, a share issue mandate approved by shareholders as a ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the issued share capital of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and convertibles securities issued other than on a pro-rata basis to existing shareholders must be not more than 50% of the issued share capital of the issuer (excluding treasury shares and subsidiary holdings).

Ordinary Resolution 6, if passed, will empower the Directors from the date of the above AGM until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.

- (ii) Ordinary Resolution 7, if passed, will empower the Directors to grant awards under the Share Scheme and to allot and issue Shares pursuant to the vesting of the awards under the Share Scheme, provided that the aggregate number of new Shares which may be issued under the Share Scheme, when added to the number of Shares issued and issuable in respect of all awards granted under the Share Scheme and any other share-based incentive scheme of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) preceding that date of grant of award.
- (iii) Ordinary Resolution 8, if passed, will renew the mandate to permit the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions of this Resolution. Further details are set out in the Addendum which is enclosed with the Company's Annual Report.

Notes:

- (1) Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing to hold a physical meeting. Due to current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the Annual General Meeting of the Company will be held by way of electronic means.
- (2) The Notice of Annual General Meeting and Proxy Form will be sent to members solely by electronic means via publication on the Company's website at the URL <http://acromec.listedcompany.com/newsroom.html> and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will NOT be despatched to members.
- (3) Members (including a Relevant Intermediary*) will not be able to attend the Annual General Meeting in person. Members who pre-register may participate at the Annual General Meeting by:-
- (a) observing and/or listening to the proceedings via a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**");
 - (b) submitting questions related to the resolutions to be tabled for approval in advance of the Annual General Meeting at the following URL <https://agm.conveneagm.com/acromec2020> (the "**Acromec AGM Website**"); and/or
 - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting.
- (4) A member of the Company (including a Relevant Intermediary*) entitled to vote at the Annual General Meeting must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Annual General Meeting.
- (5) An investor who holds shares the Supplementary Retirement Scheme ("**SRS Investor**") and wishes to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the Annual General Meeting.

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- (6) The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (7) The instrument appointing the Chairman of the Meeting as proxy must: (i) if sent personally or by post, be deposited at the office of Company at 4 Kaki Bukit Avenue 1 #04-04 Kaki Bukit Industrial Estate Singapore 417939; (ii) if submitted electronically at the Acromec AGM Website or (iii) by email to rhtcaoscar@rhtcorporate.com and in either case, by no later than seventy-two (72) hours before the time appointed for holding the Annual General Meeting, and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms personally or by post, members are strongly encouraged to submit completed proxy forms electronically via the Acromec AGM Website.

- (8) The Annual Report for FY2020 may be accessed on the Company's website at the URL <http://acromec.listedcompany.com/newsroom.html> and are also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Important notes to members:

A. The key dates which members should take note of are set out in the table below:-

Key dates	Actions
12 January 2021	Members may begin to pre-register at the following URL: https://agm.conveneagm.com/acromec2020 (the " Acromec AGM Website "), to create an account. Corporate members must also submit the Corporate Representative Certificate to the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd. at rhtcaoscar@rhtcorporate.com
By 5.00 p.m. on 18 January 2021	Deadlines for: <ul style="list-style-type: none"> members to submit questions related to the resolutions to be tabled for approval in advance SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective SRS Operators to submit their votes.

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Key dates	Actions
After trading hours on 22 January 2021	The Company to address and publish its responses to those substantial and relevant questions received from members via the Company's website and SGXNet.
By 3.00 p.m. on 24 January 2021	Deadlines for members to: <ul style="list-style-type: none"> • pre-register for Live Webcast; • submit the Corporate Representative Certificate (for Corporate members only); and • proxy forms.
By 12 noon on 26 January 2021	Authenticated members will receive an email on their authentication status and will be able to access the Live Webcast using the account created (the " Confirmation Email ") Members who do not receive the Confirmation Email by 12 noon on 26 January 2021, but have registered by the 24 January 2021 deadline should contact Company's Share Registrar, RHT Corporate Advisory Pte. Ltd. for assistance at rhtcaoscar@rhtcorporate.com , with the Full Name of the shareholder and his/her Identification Number (between 9.00 a.m. to 5.00 p.m. on 26 January 2021).
3.00 p.m. on 27 January 2021	To access the Live Webcast of the proceedings of the Annual General Meeting using the account created.

- B. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its Meeting arrangements at short notice. Members should check at the URL <http://acromec.listedcompany.com/newsroom.html> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the Annual General Meeting, if any.

Personal data privacy:

By submitting an instrument appointing the Chairman to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.