

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Serial System Ltd (the "Company") will be held at 8 Ubi View #05-01 Serial System Building Singapore 408554, on Thursday, 30 April 2020 at 11.00 a.m. (of which there will be a live webcast) to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2019 and Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To declare a one-tier tax-exempt Final Cash Dividend of 0.13 Singapore cent per ordinary share for the financial year ended 31 December 2019 (2018: One-tier tax-exempt Final Cash Dividend of 0.46 Singapore cent per ordinary share). **(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$225,000 (US\$158,000) for the financial year ending 31 December 2020 payable quarterly in arrears [2019: S\$266,000 (US\$196,000)]. **(Resolution 3)**
4. To re-elect Mr. Derek Goh Bak Heng as Director, who retires by rotation pursuant to Article 89 of the Company's Constitution.

Mr. Derek Goh Bak Heng will, upon re-election as a Director of the Company, remain as the Executive Chairman of the Company and CEO of the Group. **(Resolution 4)**
5. To re-elect Mr. Tan Lye Heng Paul as Director, who retires by rotation pursuant to Article 89 of the Company's Constitution.

Mr. Tan Lye Heng Paul will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. **(Resolution 5)**
6. To re-elect Mr. Goi Kok Ming Kenneth as Director, who retires by rotation pursuant to Article 88 of the Company's Constitution.

Mr. Goi Kok Ming Kenneth will, upon re-election as a Director of the Company, remain as Non-Executive Director of the Company and will be considered non-independent. **(Resolution 6)**
7. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting, and to authorize the Directors to fix their remuneration **(Resolution 7)**

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution No. 8, Resolution No. 9 and Resolution No. 10 as Ordinary Resolutions, with or without any modifications:

8. Share Issue Mandate

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or grant offers, agreements of 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company;
- (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options outstanding at the time this Resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the term of such convertible securities.

(See Explanatory Note (i) below)

(Resolution 8)

NOTICE OF ANNUAL GENERAL MEETING

9. Authority to offer and grant share options and to allot and issue Shares under the Serial System Employee Share Option Scheme 2014

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to offer and grant share options in accordance with the provisions of the Serial System Employee Share Option Scheme 2014 (the "2014 Scheme"), and to allot and issue from time to time such number of Shares in the Company as may be required to be issued pursuant to the exercise of share options granted under the 2014 Scheme, provided that the aggregate number of Shares issued and issuable pursuant to the 2014 Scheme, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per centum (15%) of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time and provided also that, subject to such adjustments as may be made to the 2014 Scheme as a result of any variation in the capital structure of the Company.

(See Explanatory Note (ii) below)

(Resolution 9)

10. Proposed renewal of the Share Buyback Mandate

That:

- (a) for the purposes of the Companies Act, Chapter 50 of Singapore (the "Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); 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, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");

- (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company ("AGM") is held or is required by law to be held;
 - (ii) the date on which the share buybacks have been carried out to the full extent of the Share Buyback Mandate; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

"Prescribed Limit" means 80,632,791 Shares;

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, 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" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, in the case of a Market Purchase, preceding the day of the Market Purchase 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 for any corporate action that occurs after the relevant 5-day period; and

"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 its Shareholders, 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; 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) below)

(Resolution 10)

By Order of the Board

Alex Wui Heck Koon
Company Secretary

Singapore
15 April 2020

Measures to Minimise Risk of Community Spread of COVID-19:

The Board would normally welcome the Annual General Meeting (the "AGM") as an opportunity to present to shareholders on the Group's strategy and performance, and listen and respond to their questions, in person. However, due to the current COVID-19 situation and the guidance issued by SGX on safe distancing measures when conducting general meetings, this year the Board is asking that shareholders do not attend the AGM in person. Instead, shareholders who have successfully pre-registered with the Company prior to the AGM date, will be able to participate in the AGM electronically through webcast via their mobile phones, tablets or computers.

FOR THE SAFETY OF SHAREHOLDERS, THE COMPANY WILL NOT ACCEPT ANY PHYSICAL ATTENDANCE BY SHAREHOLDERS. ANY SHAREHOLDERS SEEKING TO ATTEND THE AGM PHYSICALLY IN PERSON WILL BE TURNED AWAY FOR THEIR OWN SAFETY.

The Company will ensure it has the requisite quorum to satisfy requirements for purposes of the AGM, which will take place in the Company's premises at 8 Ubi View #05-01 Serial System Building Singapore 408554, with stringent controlled access for the safety of the Company's personnel.

NOTICE OF ANNUAL GENERAL MEETING ● ●

As the COVID-19 situation continues to evolve, we seek Shareholders' understanding that further measures and/or changes to the AGM arrangements may be made in the ensuing days up to the day of the AGM. We will post updates on SGXNET and our corporate website at www.serialsystem.com.

Participate in the AGM via live webcast

Shareholders will be able to watch the proceedings through a live webcast via their mobile phones, tablets or computers. To do so, they need to complete the following steps:

- (a) Pre-register at the following website <https://agm-serialsystem.com/> ("**AGM webcast registration and Q&A Link**") no later than seventy-two (72) hours before the time appointed for holding the AGM ("**Registration Deadline**") to enable the Company to verify their shareholders status. Shareholders may also submit questions in relation to the AGM through the **AGM webcast registration and Q&A Link** at the time of registration. All questions must be submitted by the **Registration Deadline**. We will endeavor to address these questions during the AGM proceedings, and post such questions from shareholders and responses by the Company as well as minutes of the AGM proceedings on the SGXNET subsequent to the AGM.
- (b) Authenticated shareholders will receive an email by **29 April 2020** which contains a unique link, which they can click on to access the webcast of the AGM proceedings. Shareholders must not forward the unique link to third persons who are not shareholders and who are not entitled to attend the AGM proceedings. This is also to avoid any technical disruptions or overload to the AGM proceedings.
- (c) Shareholders who register by the **Registration Deadline** but do not receive an email response by **29 April 2020** may contact the Company for assistance at (65) 6510 2435.
- (d) The Constitution of the Company currently does not allow shareholders to submit their votes online. Shareholders who wish to vote on any of the resolutions at the AGM will need to appoint the "**Chairman of the Meeting**" as their proxy to do so on their behalf. This is also a safety measure to avoid physical congregation of persons at the AGM.
- (e) The proxy form must be deposited at the registered office of the Company at 8 Ubi View #05-01 Serial System Building Singapore 408554 or emailed to ecomm@serialsystem.com no later than seventy-two (72) hours before the time appointed for holding the AGM.
- (f) Shareholders would have received a hard copy of the proxy form together with the notice of the AGM. Shareholders may utilise the hard copy of the proxy form they have received to cast their votes.

Explanatory Notes on Special Business to be transacted:

- (i) The proposed Ordinary Resolution No. 8, if passed, will empower the Directors of the Company from date of the above Annual General Meeting until the date of next Annual General Meeting, to allot and issue ordinary shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options outstanding at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- (ii) The proposed Ordinary Resolution No. 9, if passed, will empower the Directors of the Company to offer and grant share options under the 2014 Scheme (which was approved at an Extraordinary General Meeting of the Company held on 26 April 2014) and to allot and issue Shares pursuant to the exercise of share options under the 2014 Scheme up to an amount which, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time and provided also that, subject to such adjustments as may be made to the 2014 Scheme as a result of any variation in the capital structure of the Company.

NOTICE OF ANNUAL GENERAL MEETING ● ●

- (iii) The proposed Ordinary Resolution No. 10, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting to purchase or otherwise acquire Shares by way of Market Purchases or Off-Market Purchases, provided that the aggregate number of Shares to be purchased or acquired under the Share Buyback Mandate does not exceed the Prescribed Limit, and at such price or prices as may be determined by the Directors of the Company from time to time up to but not exceeding the Maximum Price. The information relating to this proposed Ordinary Resolution is set out in the Appendix I enclosed together with the Annual Report.

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 Annual General Meeting. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General 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 proxy form 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 proxy form.

"Relevant intermediary" has the same meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

2. A proxy needs not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 8 Ubi View #05-01 Serial System Building Singapore 408554 or sent via email to ecommm@serialsystem.com no later than seventy-two (72) hours before the time appointed for holding the Annual General Meeting. Completion and return of the instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Annual General Meeting. In such event, the relevant instrument appointing a proxy or proxies will be deemed to be revoked.
4. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxies to vote on its behalf. If the member is a corporation, the instrument appointing a proxy must be executed under common seal or the hand of its duly authorised officer or attorney.
5. A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for the holding of the Annual General Meeting in order for the Depositor to be entitled to attend and vote at the Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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"), (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.