

Ellipsiz Ltd

(the "Company")
(Incorporated in the Republic of Singapore)
Registration No. 199408329R

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of the Company will be held at 1 Orchid Club Road, Orchid Country Club, Emerald Suite, Singapore (769162) on 18 October 2018 at 2.30 p.m. to transact the following businesses.

As Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2018, together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr Chng Hee Kok (independent director and chairman of the board of directors) who is retiring in accordance with Article 91 of the Company's Constitution, and who being eligible, offers himself for re-election. **(Resolution 2)**
[See Explanatory Note (i)]
- To re-elect Mr Amos Leong Hong Kiat (independent director and chairman of the audit committee) who is retiring in accordance with Article 91 of the Company's Constitution, and who being eligible, offers himself for re-election. **(Resolution 3)**
[See Explanatory Note (ii)]
- To re-elect Ms Iris Wu Hwee Tan (non-independent director), who was first appointed by the board of directors of the Company on 8 January 2018, in accordance with Article 97 of the Company's Constitution. **(Resolution 4)**
[See Explanatory Note (i)]
- To re-elect Mr Adrian Lum Wen-Hong (non-independent director), who was first appointed by the board of directors of the Company on 8 January 2018, in accordance with Article 97 of the Company's Constitution. **(Resolution 5)**
[See Explanatory Note (i)]
- To approve the payment of additional directors' fees of \$18,330 for the financial year ended 30 June 2018 (total directors' fees approved for 2018: \$230,000; total directors' fees for 2017: \$230,000). **(Resolution 6)**
[See Explanatory Note (iii)]
- To approve the payment of directors' fees of \$297,000 for the financial year ending 30 June 2019, to be paid quarterly in arrears (2018: \$248,330). **(Resolution 7)**
[See Explanatory Note (iii)]
- To approve a final (tax exempt one-tier) dividend of 2.00 cents per ordinary share for the financial year ended 30 June 2018. **(Resolution 8)**
- To approve a final special (tax exempt one-tier) dividend of 1.00 cent per ordinary share for the financial year ended 30 June 2018. **(Resolution 9)**
- To re-appoint KPMG LLP as the Company's auditors and to authorize the directors of the Company to fix their remuneration. **(Resolution 10)**

As Special Business

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

- That authority be and is hereby given to the directors of the Company ("Directors") to:
 - (i) allot and issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, the "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 may in their absolute discretion deem fit; and
- (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 while this Resolution was in force,

PROVIDED ALWAYS that:

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares, excluding treasury shares, (as calculated in accordance with sub-paragraph 2 below) of which the aggregate number of shares to be issued other than on a *pro-rata* basis to members of the Company (including shares to be issued in pursuance of Instruments made or to be made pursuant to this Resolution) does not exceed 20 per cent of the total number of shares, excluding treasury shares, of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("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 Company's total number of issued shares, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of shares awards which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- 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 Company's Constitution for the time being of the Company; and
- (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 (iv)] **(Resolution 11)**

- That:
 - 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 ("Directors") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - on-market purchase(s) (each an "On-Market Purchase") transacted on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - off-market purchase(s) (each an "Off-Market Purchase") 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 in their absolute discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the "Share Purchase Mandate");
 - unless varied or revoked by the Company in general meeting, the authority conferred on the Directors 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 earliest of:
 - the date on which the next Annual General Meeting of the Company is held;
 - the date by which the next Annual General Meeting of the Company is required by law to be held; and
 - the date on which purchases of shares by the Company pursuant to the Share Purchase Mandate have been carried out to the full extent mandated;
 - in this Resolution:

"Average Closing Price" means the average of the last dealt prices of a share for the five market days on which the shares are transacted on the SGX-ST immediately preceding the date of On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to an Off-Market Purchase, and in the case of an On-Market Purchase, deemed to be adjusted in accordance with the Listing Manual for any corporate action which occurs after the relevant five-day period;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase of shares, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase) 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 per cent of the total number of issued shares as at the date of the passing of this resolution; 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, stamp duty, clearance fees, and other related expenses) which shall not exceed:

- in the case of an On-Market Purchase of a share, 105 per cent of the Average Closing Price of the shares; and
- in the case of an Off-Market Purchase of a share pursuant to an equal access scheme, 110 per cent of the Average Closing Price of the shares; and

- the Directors and/or any of them be and are hereby authorized 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 authorized by this Resolution.
[See Explanatory Note (v)] **(Resolution 12)**

Any Other Business

- To transact any other ordinary business that may be transacted at an annual general meeting.

Notice of Books Closure

NOTICE IS HEREBY GIVEN that the Transfer Books and the Register of Members of the Company will be closed on 29 October 2018 after 5.00 p.m. to determine the members' entitlements to the proposed dividends to be paid on 20 November 2018, subject to and contingent upon members' approval of the proposed dividends being obtained at the forthcoming 23rd Annual General Meeting of the Company. In respect of shares deposited in securities accounts with The Central Depository (Pte) Limited ("CDP"), the dividends will be paid by the Company to CDP which will, in turn, distribute the entitlements to the dividends to CDP account holders in accordance with its normal practice.

Duly completed registrable transfers (together with all relevant documents of or evidencing title) received by the Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 29 October 2018 will be registered to determine members' entitlements to the proposed dividends.

2 October 2018
By Order of the Board

Chan Yuen Leng
Company Secretary
Singapore

Notes:

A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in the Annual General Meeting. Where a member appoints two proxies, he/she shall specify the proportion of the shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no proportion is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and any second named proxy as an alternative to the first named. A member of the Company which is a corporation is entitled to appoint its authorized representative or proxy to vote on its behalf. If the member is a corporation, the instrument appointing the proxy or representative must be under seal or the hand of an officer or attorney duly authorized.

A member who is a relevant intermediary (as such term is defined in Section 181(6) of the Companies Act, Chapter 50) is entitled to appoint more than two proxies to attend, speak and vote in its stead, 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 form of proxy appoints more than two proxies, the number and class of shares to which each proxy has been appointed shall be specified in the form of proxy.

A proxy need not be a member of the Company.

The instrument appointing a proxy or corporate representative must be deposited at the registered office of the Company at 54 Serangoon North Avenue 4, #05-02, Singapore 555854 not less than 48 hours before the time appointed for the meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy(xies) 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 (and/or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (and/or its agents or service providers) 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 (and/or its agents or service providers) to comply with the applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(xies) and/or representative(s) to the Company (and/or its agents or service providers), the member has obtained the prior consent of such proxy(xies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy(xies) and/or representatives 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.

Explanatory Notes:

- Resolutions 2 to 5:** Detailed information on these directors, including information to be furnished pursuant to section 4.7 of the 2012 Code of Corporate Governance can be found under "Board of Directors" and "Corporate Governance" sections of the Company's Annual Report 2018.
Mr Chng Hee Kok will, upon re-appointment, continue to serve as chairman of the board and member of each of the audit committee, nominating committee and remuneration committee.
Mr Amos Leong Hong Kiat will, upon re-appointment, continue to serve as chairman of the audit committee and member of each of the nominating committee and remuneration committee.
Ms Iris Wu Hwee Tan will, upon re-appointment continue to serve as a member of the audit committee.
- Resolution 6:** At the last annual general meeting held on 19 October 2017, members of the Company approved directors' fees of \$230,000 for the financial year ending 30 June 2018 ("FY2018"). The Company now proposes to pay additional directors' fees of \$18,330 for FY2018, taking into consideration the appointments of Ms Iris Wu Hwee Tan and Mr Adrian Lum Wen-Hong on 8 January 2018 and the retirement of Mr Jeffrey Staszak on 19 October 2017. The total directors' fees for FY2018, after adding the proposed additional fees of \$18,330, will amount to \$248,330.
- Resolution 7:** The Company proposes to pay directors' fees for the financial year ending 30 June 2019 quarterly in arrears, instead of at the end of the next financial year, after the annual general meeting is held. This ensures a more timely payment of the fees. The directors' fees are calculated based on, amongst other things, the number of expected board and sub-committee meetings for the financial year ending 30 June 2019 and the number of directors expected to hold office during the course of that financial year. Additional information on directors' fees can be found under the section "Corporate Governance" in the Company's Annual Report 2018. Members' approval is required for the directors' fees under the Companies Act. The aggregate fees paid to directors for the financial year ended 30 June 2018 will be \$248,330 if Resolution 6 is passed.
- Resolution 11:** This ordinary resolution is to enable the directors of the Company to issue shares in the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50 per cent of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of 20 per cent for issues other than on a *pro-rata* basis to members. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares, excluding treasury shares, will be calculated based on the Company's total number of issued shares, excluding treasury shares, at the time that this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.
- Resolution 12:** This ordinary resolution will empower the directors of the Company to purchase, on behalf of the Company, ordinary shares in the capital of the Company in accordance with the terms set out in the Company's circular to shareholders dated 2 October 2018 ("Circular") as well as the rules and regulations set out in the Companies Act and the listing rules of the Singapore Exchange Securities Trading Limited. Please refer to the Circular for further details on this resolution.