

# DMX TECHNOLOGIES GROUP LIMITED

(Incorporated in Bermuda on 29 October 2001)

(Company Registration No. 31201)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of **DMX TECHNOLOGIES GROUP LIMITED** (the “**Company**”) will be held at M Hotel, Anson Room 2, Level 2, 81 Anson Road, Singapore 079908 on Tuesday, 29 April 2014 at 3:00 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Report and Financial Statements of the Company for the financial year ended 31 December 2013 together with the Auditors’ Report thereon. **(Resolution 1)**
- To declare a final dividend of S\$0.003 per share for the financial year ended 31 December 2013. **(Resolution 2)**
- To re-elect Mr Thian Nie Khian, who is retiring pursuant to Bye-law 104 of the Bye-laws of the Company. **(Resolution 3)**  
*Mr Thian Nie Khian will, upon re-election as a director of the Company, remain as a member of the Audit and Remuneration Committees. [See Explanatory Note (i)]*
- To re-elect Mr Kenichiro Uchimura, who is retiring pursuant to Bye-law 104 of the Bye-laws of the Company. **(Resolution 4)**  
*Mr Kenichiro Uchimura will, upon re-election as a director of the Company, remain as a member of the Audit Committee. [See Explanatory Note (ii)]*
- To re-elect Mr Hidehiko Tajima, who is retiring pursuant to Bye-law 107 of the Bye-laws of the Company. **(Resolution 5)**  
*Mr Hidehiko Tajima will, upon re-election as a director of the Company, remain as a member of the Nominating and Remuneration Committees. [See Explanatory Note (i)]*
- To note the retirement of Mr Kazuo Miwa, who is retiring pursuant to Bye-law 104 of the Bye-laws of the Company. Mr Kazuo Miwa will retire from office by rotation at the AGM and having given notice in writing to the Company that he does not wish to be re-elected, will not stand for re-election.
- To approve the payment of Directors’ fees of S\$234,659 for the financial year ended 31 December 2013 (2012: S\$213,000/-). **(Resolution 6)**
- To appoint PricewaterhouseCoopers LLP, Singapore as the Auditors of the Company, in place of Deloitte & Touche LLP who is retiring, to hold office until the conclusion of the next AGM and to authorise the Directors to fix the Auditors’ remuneration. **[See Explanatory Note (ii)] (Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an AGM.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolution, with or without any modifications:

- Authority to allot and issue shares – Ordinary Resolution

“That authority be and is hereby given to the Directors of the Company to:

- issue ordinary shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
    - 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) securities, 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 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% of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below); and
- [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 paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company 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 share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - any subsequent bonus issue, consolidation or sub-division of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act 1981 of Bermuda and otherwise, and the Bye-Laws 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.” **[See Explanatory Note (iii)] (Resolution 8)**

- Authority to issue shares under the DMX Employee Share Option Scheme

“That the Directors be and are hereby empowered to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the DMX Employee Share Option Scheme (the “**Scheme**”) provided always that the aggregate number of Shares issued and issuable in respect of all options granted under the Scheme and all Shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed fifteen per cent. (15%) of the total number of issued Shares excluding treasury shares of the Company from time to time.” **[See Explanatory Note (iv)] (Resolution 9)**

- Authority to grant awards and issue shares under the DMX Performance Share Plan

“That the Directors be and are hereby authorised to offer and grant awards (“**Awards**”) in accordance with the rules of the DMX Performance Share Plan (“**Plan**”) and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the Awards under the Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan, when added to the number of Shares issued and issuable in respect of all Awards granted under the Plan, and all Shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) on the day preceding the date on which the Award shall be granted and from time to time during the existence of the Plan.” **[See Explanatory Note (v)] (Resolution 10)**

- The Proposed Renewal of the Share Buyback Mandate

THAT:

- pursuant to the Company’s Memorandum and Bye-laws, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
    - market purchase(s) (each a “**Market Purchase**”) on the SGX-ST; and/or
    - off-market purchase(s) (each an “**Off-Market Purchase**”) 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, Chapter 50 of Singapore,
- in accordance with all laws and regulations, including but not limited to, the provisions of the Bermuda Companies Act 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**”);
- unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors 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 date of the passing of this Resolution and expiring on the earlier of:
    - the date on which the next AGM of the Company is held or required by law to be held; or
    - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
  - in this Resolution:

“**Maximum Limit**” means that number of issued Shares representing not more than ten percent. (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Bermuda Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered. Any Shares which are held as treasury Shares will be disregarded for

purposes of computing the ten per cent. (10%) limit;

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price; and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price,

where:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five Market Days (a “**Market Day**” being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, 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 after the relevant five Market Days;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- 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 necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. **[See Explanatory Note (vi)] (Resolution 11)**

- The Proposed Renewal of the General Mandate for Interested Person Transactions

THAT:

- approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company and its entities at risk (as defined in Chapter 9 of the Listing Manual) or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Letter to Shareholder dated 14 April 2014 (“**Letter**”), with any party who is of the class of Interested Persons described in the Letter, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority Shareholders, and are in accordance with the review procedures for Interested Person Transactions as set out in the Letter (the “**General Mandate**”);
- the General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company; and
- the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the General Mandate and/or this Resolution. **[See Explanatory Note (vii)] (Resolution 12)**

### BY ORDER OF THE BOARD

**Low Siew Tian**  
Company Secretary

Singapore  
14 April 2014

### Explanatory Notes:

- The detailed information of Mr Thian Nie Khian, Mr Kenichiro Uchimura and Mr Hidehiko Tajima can be found under the section entitled ‘Board of Directors’, page 29 and page 41 of the Annual Report. There is no relationship (including immediate family relationships) between these Directors and the other Directors and the Company.
- The Ordinary Resolution 7 is to seek shareholders’ approval to appoint PricewaterhouseCoopers LLP, Singapore who has given their consent to act as Auditors of the Company. Please refer to the Letter for details.
- The Ordinary Resolution 8 proposed in item 10 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company. For issues of shares other than on a *pro rata* basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of the total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law or the Company’s Bye-laws 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.
- The Ordinary Resolution 9 proposed in item 11 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of next AGM, to allot and issue Shares upon the exercise of options in accordance with the Scheme not exceeding 15% of the total number of issued Shares (excluding treasury shares).
- The Ordinary Resolution 10 proposed in item 12 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next AGM, to grant awards and to allot and issue such number of fully paid Shares from time to time as may be required to be issued pursuant to the DMX Performance Share Plan not exceeding 15% of the total number of issued Shares (excluding treasury shares).
- Ordinary Resolution 11 proposed in item 13 above, if passed, will empower the Directors from the date of the passing of this Resolution until the earlier of the date of the next AGM, or the date by which the next AGM is required by law to be held, to purchase or otherwise acquire, by way of Market Purchases or Off-Market Purchases, up to 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at the date of the passing of this Resolution on the terms of the Share Buyback Mandate as set out in the Letter accompanying this Notice of AGM, unless such authority is earlier revoked or varied by the shareholders of the Company in a general meeting.

The Company intends to use internal sources of funds or external borrowings or a combination of both to finance the Company’s purchase or acquisition of Shares pursuant to the Share Buyback Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company’s financial position, cannot be ascertained as at the date of this Notice of AGM as these will depend on, inter alia, the aggregate number of Shares purchased, the purchase prices paid for such Shares and whether the Shares purchased or acquired are cancelled or held as treasury shares. For illustrative purposes only, the financial effects of an assumed purchase or acquisition of 116,140,474 Shares, at a purchase price equivalent to the Maximum Price per Share, in the case of a Market Purchase and an Off-Market Purchase respectively, based on the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2013 and certain assumptions, are set out in paragraph 2.6 of the Letter.

- The Ordinary Resolution 12 proposed in item 14 above, relates to the renewal of a mandate given by Shareholders on 27 April 2012 and subsequently renewed on 29 April 2013 allowing the Company and its subsidiaries (if any) to enter into transactions with interested person as defined in Chapter 9 of the Listing Manual of the SGX-ST. Please refer to the Letter for details.

Notes:

- If a shareholder of the Company, being a Depositor (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) wishes to attend and vote at the AGM, he must be shown to have shares entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited, at least 48 hours before the time of the AGM.
- If a Depositor wishes to appoint a proxy/proxies, then the Depositor Proxy Form must be completed, signed and deposited at the office of the Company’s Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, at least 48 hours before the time of the AGM.