



瑞盈集團  
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## SWING MEDIA TECHNOLOGY GROUP LIMITED

(Incorporated in Bermuda)  
(Company Registration Number: 30254)

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of the shareholders of Swing Media Technology Group Limited (the "Company") will be held at TKP Conference Centre, 55 Market Street #03-01, Conference Room 2, Singapore 048941, on 17 August 2015 at 9.30 a.m., for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions set out below. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 30 July 2015.

#### ORDINARY RESOLUTION 1

**THE PROPOSED CONSOLIDATION OF EVERY TWENTY (20) ORDINARY SHARES OF PAR VALUE US\$0.01 EACH IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE OF PAR VALUE US\$0.20 EACH IN THE CAPITAL OF THE COMPANY ("CONSOLIDATED SHARE"), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED ("PROPOSED SHARE CONSOLIDATION")**

That:-

- with effect from a date to be determined by the Directors of the Company ("**Share Consolidation Effective Date**"), every twenty (20) Existing Shares in the issued and authorised capital of the Company be consolidated into one (1) Consolidated Share;
- all fractional entitlements to Consolidated Shares shall be disregarded, and approval and authority be and is hereby given to the Directors to settle any difficulty which may arise in relation to the aforesaid consolidation of shares and, to deal with all fractions of Consolidated Shares which may arise therefrom in such manner and on such terms as the Directors consider expedient (including, but not limited to, aggregating all or any of the fractional Consolidated Shares and selling the aggregated fractions of the Consolidated Shares and the proceeds thereof paid to the Company for the Company's benefit and/or purchasing by the Company of any or all of the fractional Consolidated Shares (and, if thought fit, cancelling such fractional Consolidated Shares) and the proceeds thereof retained by the Company for the Company's benefit), in each case in such manner and on such terms as the Directors may, in their absolute discretion, deem fit in the best interests of the Company;
- the Directors be and are hereby authorised to fix the Share Consolidation Books Closure Date and the Effective Trading Date in their absolute discretion; and
- the Directors and each of them be and is hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to this Ordinary Resolution and the Proposed Share Consolidation and/or the matters contemplated herein,

Provided However That notwithstanding all of the foregoing, if the Directors shall at any time prior to the announcement of the Share Consolidation Books Closure Date determine that it is no longer in the best interests of the Company to proceed with the Proposed Share Consolidation, the Proposed Share Consolidation shall not be effected and this Ordinary Resolution shall not have effect.

#### ORDINARY RESOLUTION 2

**THE PROPOSED BONUS ISSUE OF UP TO 3,845,624 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY OF PAR VALUE US\$0.20 EACH ("BONUS SHARES"), FOLLOWING THE COMPLETION OF THE PROPOSED SHARE CONSOLIDATION, ON THE BASIS OF ONE (1) BONUS SHARE CREDITED AS FULLY PAID FOR EVERY TEN (10) CONSOLIDATED SHARES HELD BY SHAREHOLDERS OF THE COMPANY AS AT THE BONUS ISSUE BOOKS CLOSURE DATE TO BE DETERMINED, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED ("PROPOSED BONUS ISSUE")**

That, subject to and contingent upon the passing of Ordinary Resolution 1 and the Proposed Share Consolidation being effected:-

- approval be and is hereby given for an amount of up to US\$769,125 (approximately HK\$5,960,717) from the retained earnings of the Company to be capitalised by the issue of up to 3,845,624 Bonus Shares of par value US\$0.20 each in the share capital of the Company at par, fully paid ("**Bonus Shares**"), such Bonus Shares to be issued and allotted as fully paid to those persons who are registered as Shareholders as at the Bonus Issue Books Closure Date, on the basis of one (1) Bonus Share credited as fully paid for every ten (10) Consolidated Shares held by the Shareholders, and such Bonus Shares shall upon issue and allotment rank *pari passu* in all respects with the existing Shares of par value US\$0.20 each in the capital of the Company except that they shall not rank for any dividends, rights, allotments or other distributions the record date for which falls before the date on which the Bonus Shares are issued; and
- fractional entitlements (if any) will be disregarded and fractional Shares will not be issued to Shareholders but will be aggregated and disposed of or purchased by the Company or dealt with in such manner as the Directors in their absolute discretion deem fit for the benefit of the Company and approval and authority be and is hereby given to the Directors to settle any difficulty which may arise in relation to the aforesaid Proposed Bonus Issue; and
- the Directors and each of them be and is hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to this Ordinary Resolution and the Proposed Bonus Issue and/or the matters contemplated herein.

By order of the Board

**Swing Media Technology Group Limited**

Johnny Chan Hon Chung  
Director / Company Secretary  
30 July 2015

#### Notes:-

- A Shareholder (other than CDP) entitled to attend and vote at the Special General Meeting and who holds two or more Shares is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company. Shareholders must deposit the duly completed Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 at least forty-eight (48) hours before the time of the Special General Meeting.
- A Depositor holding Shares through the CDP and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) as at a time not earlier than 48 hours prior to the time of the Special General Meeting may attend and vote at the Special General Meeting as CDP's proxy. Depositors attending the Special General Meeting personally and Depositors who are not attending the Special General Meeting and who wish to appoint a proxy should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 at least forty-eight (48) hours before the time of the Special General Meeting.

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be, (i) consents to the collection, use and disclosure of the member's or Depositor'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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special 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 or Depositor'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 or Depositor's breach of warranty.