



**SWING MEDIA TECHNOLOGY GROUP LIMITED**  
(Incorporated in Bermuda)  
(Company Registration Number: 30254)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SWING MEDIA TECHNOLOGY GROUP LIMITED (the "Company") will be held at 6 Battery Road, #10-01, Singapore 049909 on Friday, 29 July 2016 at 9.30 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of 1 Singapore cent per ordinary share (Singapore tax not applicable) for the financial year ended 31 March 2016. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Bye-law 86(1) of the Bye-laws of the Company:-  
Mr Hui Yan Moon **[See Explanatory Note (i)]** **(Resolution 3)**  
Mr Yuen Shu Tong **[See Explanatory Note (i)]** **(Resolution 4)**  
Mr Lau Yiu Nam Eric **[See Explanatory Note (i)]** **(Resolution 5)**  
*Mr Yuen Shu Tong, upon re-election as a Director of the Company, remain as a Chairman of the Audit Committee, member of 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.*  
*Mr Lau Yiu Nam Eric, upon re-election as a Director of the Company, remain as a Chairman of Nominating Committee and Remuneration Committee and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*
- To approve the payment of Directors' fees of S\$84,159.00 for the financial year ended 31 March 2016. (2015: S\$78,960.00) **(Resolution 6)**
- To re-appoint Messrs Mazars LLP as the Company's Auditors to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

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

- Authority to allot and issue shares  
"That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to:-  
(a) (i) 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 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:  
(1) 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 fifty per cent. (50%) of the Company's 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 existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below). Unless prior shareholder approval is required under the Listing Manual of the SGX-ST, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.  
(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 total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:  
(i) 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  
(ii) any subsequent bonus issue, consolidation or subdivision of shares;  
(3) 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 Articles of Association 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 (ii))** **(Resolution 8)**
- Authority to allot and issue Shares under the Swing Media Technology Group Limited Scrip Dividend Scheme  
"That pursuant to Rule 806 of the Listing Manual of the SGX-ST, authority be hereby given to the Directors of the Company to allot and issue such number of Shares in the Company as may be required to be allotted and issued pursuant to the Swing Media Technology Group Limited Scrip Dividend Scheme from time to time in accordance to the "Terms and Conditions of the Scrip Dividend Scheme" set out in Pages C-2 to C-6 of the Circular to Shareholders dated 30 October 2008 and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier." **[See Explanatory Note (iii)]** **(Resolution 9)**

By Order of the Board

Chan Hon Chung Johnny  
Chan Lai Yin  
Joint Company Secretaries  
Singapore, 12 July 2016

**Explanatory Notes:**

- The detailed information of Mr Hui Yan Moon, Mr Yuen Shu Tong and Mr Lau Yiu Nam Eric can be found under the section entitled 'Board of Directors' of the Annual Report. They have no relationship (including immediate family relationships) with the other Directors, the Company or its 10% shareholders.
- Ordinary Resolution 8 is to empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, 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 Company's 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 Company's 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 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 Instrument made or granted under this authority.
- Ordinary Resolution 9, if passed, will empower the Directors of the Company to allot and issue Shares in the Company, from the date of this Meeting until 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 or when varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares in the Company from time to time, pursuant to the Swing Media Technology Group Limited Scrip Dividend Scheme.

**Notes:**

- If a member of the Company, being a Depositor (as defined in the Bye-laws of the Company) whose name appears in the Depository Register (as defined in the Bye-laws of the Company) wishes to attend and vote at the Annual General Meeting, 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 72 hours before the time of the Annual General Meeting.
- If a depositor wishes to appoint a proxy/proxies, then the Proxy Form must be 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 Annual General Meeting. Delivery of the Proxy Form shall not preclude him from attending and voting in person at the Annual General Meeting and in such event, the Proxy Form shall be deemed to be revoked.

**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 or service providers) for the purpose of the processing, administration and analysis by the Company (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 (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

**NOTICE OF BOOKS CLOSURE**

NOTICE IS HEREBY GIVEN THAT the Share Transfer Books and Register of Members of Swing Media Technology Group Limited be closed on 12 August 2016 for preparation of dividend warrants for the proposed first and final dividend of 1 Singapore cent per ordinary share (Singapore tax not applicable) for the financial year ended 31 March 2016.

Duly completed registrable transfers received by the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5:00 p.m. on 11 August 2016 will be registered to determine members' entitlement to the said proposed dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5:00 p.m. on 11 August 2016 will be entitled to the said proposed dividend.

Payment of the said proposed dividend, if approved by the members at the Annual General Meeting to be held on 29 July 2016, will be made on 22 August 2016.

By Order of the Board

Chan Hon Chung Johnny  
Chan Lai Yin  
Joint Company Secretaries  
Singapore, 12 July 2016