

**CITYNEON HOLDINGS LIMITED**

(Company Registration No. 199903628E)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Cityneon Holdings Limited (the “**Company**”) will be held at 84 Genting Lane, #06-01 Cityneon Design Centre, Singapore 349584 on 20 August 2015 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1**

**THE PROPOSED ACQUISITION OF THE ENTIRE SHARE CAPITAL OF VICTORY HILL EXHIBITIONS PTE. LTD.**

That:

- (a) approval be and is hereby given for the proposed acquisition (the “**Acquisition**”) of the entire issued share capital of Victory Hill Exhibitions Pte. Ltd. (“**Victory Hill**”) from Philadelphia Investments Ltd (the “**Vendor**”), on the terms and conditions set out in the conditional sale and purchase agreement dated 1 April 2015 entered into between the Company and the Vendor, as amended by a supplemental letter dated 2 June 2015 (the “**SPA**”);
- (b) approval be and is hereby given to the directors of the Company to, as part of the consideration for the Acquisition, allot and issue 45,000,000 consideration shares (“**Consideration Shares**”) provided that the Consideration Shares shall in aggregate represent not less than 20.27% of the total enlarged number of Shares after the issuance of the Rights Shares (as defined below) and the Consideration Shares pursuant to completion of the sale and purchase of the shares in Victory Hill in accordance with the terms of the SPA, at an issue price of S\$0.20 per Consideration Share credited as fully-paid up to the Vendor on the terms and conditions set out in the SPA;
- (c) the Consideration Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distribution that may be declared or paid, the record date for which falls before the date of issue of the Consideration Shares; and
- (d) Mr Lew Weng Ho, the Non-Executive Chairman of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required in connection with the Ordinary Resolution, the Acquisition and the issue of the Consideration Shares) as he may consider expedient or necessary in the interests of the Company to give full effect to this Ordinary Resolution, the SPA, the Acquisition and the issuance of the Consideration Shares.

**ORDINARY RESOLUTION 2**

**THE PROPOSED NON-UNDERWRITTEN RENOUNCEABLE RIGHTS ISSUE**

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given for the issue of shares in the Company (the “**Rights Shares**”) under the non-underwritten and renounceable rights issue (the “**Rights Issue**”) based on the ratio of one Rights Share for every one existing share in the Company held as at a books closure date to be determined by the Company (the “**Record Date**”), in the manner described in the circular to shareholders of the Company (“**Shareholders**”) dated 5 August 2015 (the “**Circular**”) issued by the Company;
- (b) the Rights Issue shall be carried out on the terms of and subject to the conditions set out below and/or otherwise on such terms and conditions as the directors of the Company may think fit:
  - (i) the provisional allotments of the Rights Shares under the Rights Issue shall be made on a renounceable basis to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (“**CDP**”) as at the Record Date (the “**Entitled Shareholders**”) with registered addresses in Singapore or who have, at least three market days prior to the Record Date, provided to the CDP or the share registrar of the Company, as the case may be, addresses in Singapore for the service of notices and documents. The provisional allotments of the Rights Shares are not intended to be offered and sold to persons located, resident or with a registered address in the United States or any jurisdiction which the Rights Issue may not be lawfully made;
  - (ii) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date, and who have not, at least three market days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (“**Foreign Shareholders**”);
  - (iii) the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotments relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single or joint Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company;
  - (iv) the provisional allotment of the Rights Shares not taken up or allotted for any reason shall be used to satisfy applications for excess Rights Shares (if any) or allotted or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
  - (v) the Rights Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distribution that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares; and
- (c) Mr Lew Weng Ho, the Non-Executive Chairman of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required in connection with the Ordinary Resolution and the Rights Issue), make such amendments to the terms of the Rights Issue and exercise such discretion as the directors of the Company or any of them may in their absolute discretion consider expedient or necessary in the interests of the Company to give full effect to this Ordinary Resolution and the Rights Issue.

By Order of the Board of

**CITYNEON HOLDINGS LIMITED**

Cho Form Po  
Company Secretary  
5 August 2015

**Notes:**

1. A Shareholder entitled to attend and vote at the above extraordinary general meeting (“**Extraordinary General Meeting**”) is entitled to appoint not more than two proxies to attend and vote in his stead. A Shareholder that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
2. A proxy need not be a Shareholder.
3. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument of proxy is executed by a corporation, it must be either under its seal or under the hand of any officer or attorney duly authorised.
4. The instrument appointing a proxy or proxies must be deposited at 84 Genting Lane, #06-01, Cityneon Design Centre, Singapore 349584, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder'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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.