

AZEUS SYSTEMS HOLDINGS LTD.

(Incorporated in Bermuda on 10 May 2004)

(Registration Number: 35312)

NOTICE OF SPECIAL GENERAL MEETING

All capitalised terms in this Notice of SGM and defined in the circular dated 24 June 2015 (the "Circular") shall, unless otherwise defined herein, bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN THAT a Special General Meeting ("SGM") of Azeus Systems Holdings Ltd. (the "Company") will be held at Private Dining Room 1, Equinox Complex, Swissotel The Stamford, 2 Stamford Road, Singapore 178882 on 9 July 2015 at 10.15 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day at the same place) for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolution:-

ORDINARY RESOLUTION: PROPOSED SHARE CONSOLIDATION

That with effect from the date to be determined by the directors of the Company ("Directors"), approval be and is hereby given:

- (a) for the proposed consolidation of every ten (10) existing issued shares with a par value of US\$0.02 each in the authorised and issued capital of the Company ("Existing Shares") held by shareholders of the Company ("Shareholders") as at a books closure date to be determined by the Directors ("Books Closure Date") into one (1) share with a par value of US\$0.20 each in the authorised and issued capital of the Company (the "Consolidated Share") in the manner set out in the Circular ("Proposed Share Consolidation");
- (b) for the Directors to be authorised to fix the Books Closure Date and the date on which the Shares will trade on the Mainboard of the Singapore Exchange Securities Trading Limited ("SGX-ST") in board lots of 100 Consolidated Shares in their absolute discretion as they deem fit;
- (c) following the Proposed Share Consolidation, the Directors be and are hereby authorised to do all acts and things as they consider necessary or expedient in connection with the Proposed Share Consolidation, including but not limited to disregarding fractional entitlements, issuing new share certificates in respect of fractions of shares and making arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (d) for the Directors and each of them to be authorised and empowered to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this ordinary resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD

Yap Wai Ming / Busarakham Kohsikaporn
Joint Company Secretaries

Singapore, 24 June 2015

Notes:-

1. A member of the Company (other than CDP) entitled to attend and vote at the SGM may appoint no more than two (2) proxies to attend and vote in his/her stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
3. If a proxy is to be appointed, the enclosed Member Proxy Form must be duly deposited at the office of the Company's Share Transfer Agent at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 not less than 48hours before the time set for the holding of the SGM.
4. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where an instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer, attorney or other duly authorised person. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
5. A Depositor's name must appear on the Depositor Register maintained by CDP not less than 48 hours before the time set for the holding of the SGM in order for the Depositor to be entitled to attend and vote at the SGM as CDP's proxy.
6. Depositors who are individuals and who are unable to attend the SGM personally but wish to appoint a nominee or nominees to attend and vote on their behalf, or Depositors which are corporations, should complete and sign the enclosed Depositor Proxy Form and deposit the duly completed and signed Depositor Proxy Form at the Company's Share Transfer Agent at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 not less than 48hours before the time set for the holding of the SGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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"), and (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), 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.