

DMX TECHNOLOGIES GROUP LIMITED

(Incorporated in Bermuda on 29 October 2001)
(Company Registration Number: 31201)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("**SGM**") of **DMX Technologies Group Limited** (the "**Company**") will be held at Ballroom 2, Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539 on 2 April 2018 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the resolution set out below as a Special Resolution.

Unless herein defined, all capitalised terms in this Notice of SGM shall have the same meanings as used in the circular dated 9 March 2018 issued by the Company to the shareholders of the Company.

AS A SPECIAL RESOLUTION – CREDITORS' VOLUNTARY LIQUIDATION

THAT:

- (a) the Company be wound up voluntarily pursuant to the provisions of the Companies Act 1981 (including the Companies (Winding-Up) Rules 1982 of Bermuda) (the "**Companies Act**") (the "**Creditors' Voluntary Liquidation**");
- (b) subject to the approval of Creditors' Meeting, Mr. Bob Yap Cheng Ghee of KPMG Services Pte. Ltd., Mr. Wong Pheng Cheong Martin of KPMG Services Pte. Ltd. and Mr. Mike Morrison of KPMG Advisory Limited be and are hereby appointed as liquidators (the "**Liquidators**") of the Company, jointly and severally, for the purposes of the Creditors' Voluntary Liquidation, such appointment to be effective subject to the approval of Creditors' Meeting, and with full power and authority to conduct the winding up of the Company in accordance with the Companies Act;
- (c) subject to the approval of Creditors' Meeting, the Liquidators be and are hereby authorised to, jointly and severally, distribute and divide amongst the members of the Company either in cash and/or in specie the whole or any part of the surplus assets of the Company and may for such purpose set such value as they deem fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members, in accordance with the Bye-laws of the Company as the Liquidators may determine;
- (d) subject to the approval of Creditors' Meeting, the Liquidators be and are hereby authorised to, jointly and severally, take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider necessary, desirable or expedient to give effect to such matters and this resolution as they may deem fit;
- (e) the Company appoints one (or more) of the directors of the Company to attend and preside at the Creditors' Meeting; and
- (f) subject to the approval of Creditors' Meeting, the Liquidators be and are hereby authorised to appoint attorneys-in-fact to act on their behalf.

BY ORDER OF THE BOARD

Iwao Oishi
Executive Director, Vice Chairman and Acting Chief Executive Officer

9 March 2018

Notes:

1. If a Depositor (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) wishes to attend and vote at the SGM, he must be shown to have Shares entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited ("**CDP**"), at least 48 hours before the time of the SGM.
2. Shareholders (who are registered holders of Shares other than CDP) and who are unable to attend the SGM and wish to appoint a proxy to attend and vote at the SGM on their behalf will find enclosed with this Circular a Shareholder Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the offices 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 not less than 48 hours before the time appointed for the SGM.
3. Depositors whose names are shown in the records of CDP as at a time not earlier than 48 hours before the time appointed for the SGM supplied by CDP to the Company, may attend and vote at the SGM as CDP's proxies. Such Depositors who are individuals and who wish to attend the SGM in person need not take any further action and can attend and vote at the SGM without the lodgement of any proxy form. Such Depositors who are not individuals, and such Depositors who are individuals and who are unable to attend personally but wish to appoint a nominee to attend and vote on his behalf as CDP's proxy, will find enclosed with this Circular a Depositor Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the offices 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 not less than 48 hours before the time appointed for the SGM.
4. The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form will not preclude the Depositor/Shareholder from attending and voting in person at the SGM if he/she wishes to do so, in place of his proxy.

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 attendances lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agent) 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), 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 breach of warranty.