



DMX TECHNOLOGIES GROUP LIMITED

(Incorporated in Bermuda on 29 October 2001)
(Company Registration No. 31201)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of **DMX Technologies Group Limited** (the "Company") will be held at Ballroom 2, Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539 on Wednesday, 31 January 2018 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2014 together with the Auditors' Report thereon. **(Resolution 1)**
 2. To approve the payment of Directors' fees of S\$170,800 accrued for the financial year ended 31 December 2014 (2013: S\$234,659/-). **(Resolution 2)**
 3. To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 3)**
 4. To approve the payment of Directors' fees of S\$135,042 accrued for the financial year ended 31 December 2015 (2014: S\$170,800/-). **(Resolution 4)**
 5. To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2016 together with the Auditors' Report thereon. **(Resolution 5)**
 6. To approve the payment of Directors' fees of S\$132,300 accrued for the financial year ended 31 December 2016 (2015: S\$135,042/-). **(Resolution 6)**
- Mr Foo Meng Tong will retire from office by rotation at the AGM and having given notice in writing to the Company that he does not wish to be re-elected, will not stand for re-election. Consequently, Mr Foo Meng Tong will cease to be the Chairman of the Audit and Nominating Committees and a member of the Remuneration Committee.*
7. To note the retirement of Mr Foo Meng Tong as an Independent Director, who is retiring pursuant to Bye-law 104 of the Bye-laws of the Company.
- Mr Masatoshi Nobuhara will, upon re-election as a director of the Company, remain as a member of the Nominating and Remuneration Committees. [See Explanatory Note (i)]* **(Resolution 7)**
9. To re-elect Mr Keiji Ito, who is retiring pursuant to Bye-law 107 of the Bye-laws of the Company. **[See Explanatory Note (i)]** **(Resolution 8)**
 10. To re-elect Mr Takashi Eida, who is retiring pursuant to Bye-law 107 of the Bye-laws of the Company.
- Mr Takashi Eida will, upon re-election as a director of the Company, remain as a member of the Audit Committee. [See Explanatory Note (i)]* **(Resolution 9)**
11. To re-appoint Messrs PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 10)**
 12. To transact any other ordinary business which may properly be transacted at an AGM.

BY ORDER OF THE BOARD

Lee Pay Lee
Company Secretary

Singapore
16 January 2018

Explanatory Notes:

- (i) The detailed information of Mr Masatoshi Nobuhara, Mr Keiji Ito and Mr Takashi Eida can be found under the section entitled 'Board of Directors' and page 04 to 05 of the Annual Report. There are no relationship (including immediate family relationships) between these Directors and the other Directors and the Company.

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 AGM, 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 48 hours before the time of the AGM.
- (2) Shareholders (who are registered holders of Shares other than CDP) and who are unable to attend the AGM and wish to appoint a proxy to attend and vote at the AGM on their behalf will find enclosed the 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 AGM.
- (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 AGM supplied by CDP to the Company, may attend and vote at the AGM as CDP's proxies. Such Depositors who are individuals and who wish to attend the AGM in person need not take any further action and can attend and vote at the AGM 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 Annual Report 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 AGM.
- (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 AGM 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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the AGM (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.