



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 31 August 2017 at 3.30pm for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an Ordinary Resolution.

All references to the Circular in this Notice of Special General Meeting shall mean the Company's Circular to Shareholders dated 15 August 2017 (the "**Circular**"). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.

ORDINARY RESOLUTION – THE PROPOSED DISPOSAL

THAT pursuant to Chapter 10 of the Listing Manual, approval be and is hereby given for:

- (a) the Proposed Disposal on the terms and subject to the conditions set out in the Agreement, the principal terms of which are set out in the Circular; and
- (b) the Directors or any of them to complete and do all such acts and things (including, without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Directors or any of them may consider necessary, desirable or expedient to give effect to the Proposed Disposal and this Ordinary Resolution and all action and steps already taken by the Directors or any of them in connection with the Proposed Disposal be and are hereby approved, confirmed and ratified.

By Order of the Board

Lee Pay Lee

Company Secretary

15 August 2017

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, 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.