

Ellipsiz Ltd.

(the "Company")
(Incorporated in the Republic of Singapore)
Registration No. 199408329R

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of the Company will be held at 1 Orchid Club Road, Orchid Country Club, Emerald Suite, Singapore 769162 on 19 October 2017 at 9.00 a.m. to transact the following businesses.

As Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2017, together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr. Clement Leow Wee Kia (independent director) who is retiring in accordance with Article 91 of the Company's Constitution, and who being eligible, offers himself for re-election. **(Resolution 2)**
[See Explanatory Note (i)]
- To re-elect Ms. Ong Suat Lian (Chief Financial Officer and executive director) who is retiring in accordance with Article 91 of the Company's Constitution, and who being eligible, offers herself for re-election. **(Resolution 3)**
[See Explanatory Note (i)]
- To note that Mr. Jeffrey Staszak will be retiring pursuant to Article 91 of the Company's Constitution and he will not be seeking re-election at this Annual General Meeting. **(Resolution 4)**
[See Explanatory Note (i)]
- To approve the payment of directors' fees of \$230,000 for the financial year ending 30 June 2018, to be paid quarterly in arrears (2017: \$230,000). **(Resolution 4)**
[See Explanatory Note (ii)]
- To approve a final (tax exempt one-tier) dividend of 2.00 cents per ordinary share for the financial year ended 30 June 2017. **(Resolution 5)**
- To approve a final special (tax exempt one-tier) dividend of 4.50 cents per ordinary share for the financial year ended 30 June 2017. **(Resolution 6)**
- To re-appoint KPMG LLP as the Company's auditors and to authorize the directors of the Company to fix their remuneration. **(Resolution 7)**

As Special Business

To consider and, if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions.

- That authority be and is hereby given to the directors of the Company ("**Directors**") to:
 - (i) allot and issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, the "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

PROVIDED ALWAYS that:

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares, excluding treasury shares, (as calculated in accordance with sub-paragraph 2 below) of which the aggregate number of shares to be issued other than on a *pro-rata* basis to members of the Company (including shares to be issued in pursuance of Instruments made or to be made pursuant to this Resolution) does not exceed 20 per cent of the total number of shares, excluding treasury shares, of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the Company's total number of issued shares, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of shares awards which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **(Resolution 8)**
[See Explanatory Note (iii)]

Any Other Business

- To transact any other ordinary business that may be transacted at an annual general meeting.

Notice of Books Closure

NOTICE IS HEREBY GIVEN that the Transfer Books and the Register of Members of the Company will be closed on 30 October 2017 after 5.00 p.m. to determine the members' entitlements to the proposed dividends to be paid on 21 November 2017, subject to and contingent upon members' approval of the proposed dividends being obtained at the forthcoming 22nd Annual General Meeting of the Company. In respect of shares deposited in securities accounts with The Central Depository (Pte) Limited ("**CDP**"), the dividends will be paid by the Company to CDP which will, in turn, distribute the entitlements to the dividends to CDP account holders in accordance with its normal practice.

Duly completed registrable transfers (together with all relevant documents of or evidencing title) received by the Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 30 October 2017 will be registered to determine members' entitlements to the proposed dividends.

Dated: 3 October 2017

By Order of the Board

Chan Yuen Leng
Company Secretary
Singapore

Notes:

A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in the Annual General Meeting. Where a member appoints two proxies, he/she shall specify the proportion of the shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no proportion is specified, the first named proxy shall be treated as representing 100 percent. of the shareholding and any second named proxy as an alternative to the first named. A member of the Company which is a corporation is entitled to appoint its authorized representative or proxy to vote on its behalf. If the member is a corporation, the instrument appointing the proxy or representative must be under seal or the hand of an officer or attorney duly authorized.

A member who is a relevant intermediary (as such term is defined in Section 181(6) of the Companies Act, Chapter 50) is entitled to appoint more than two proxies to attend, speak and vote in its stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares to which each proxy has been appointed shall be specified in the form of proxy.

A proxy need not be a member of the Company.

The instrument appointing a proxy or corporate representative must be deposited at the registered office of the Company at 54 Serangoon North Avenue 4, #05-02, Singapore 555854 not less than 48 hours before the time appointed for the meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy(xies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 (and/or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (and/or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (and/or its agents or service providers) to comply with the applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(xies) and/or representative(s) to the Company (and/or its agents or service providers), the member has obtained the prior consent of such proxy(xies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy(xies) and/or representatives 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.

Explanatory Notes:

- Resolutions 2 and 3:** Detailed information on these directors can be found under "Board of Directors" and "Corporate Governance" sections of the Company's Annual Report 2017. There are no relationships, including immediate family relationships, between each of these directors and other directors of the Company or its 10 percent. shareholders. Mr. Clement Leow Wee Kia will, upon re-appointment, continue to serve as chairman of the remuneration committee, member of the audit committee and member of the nominating committee and will be considered independent pursuant to Listing Rule 704(8) of the SGX-ST Listing Manual. Ms. Ong Suat Lian is also the Chief Financial Officer of the Company.

Mr. Jeffrey Staszak is retiring pursuant to Article 91 of the Company's Constitution and has confirmed that he will not be seeking re-election at this Annual General Meeting.

- Resolution 4:** The Company proposes to pay directors' fees for the financial year ending 30 June 2018 quarterly in arrears. This ensures a more timely payment of the fees. The directors' fees are calculated based on, amongst other things, the number of expected board and committee meetings for the financial year ending 30 June 2018 and the number of directors expected to hold office during the course of that financial year. Additional information on directors' fees can be found under the section "Corporate Governance" in the Company's Annual Report 2017. Members' approval is required for the directors' fees under the Companies Act.
- Resolution 8:** This ordinary resolution is to enable the directors of the Company to issue shares in the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50 percent. of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of 20 percent. for issues other than on a *pro-rata* basis to members. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares, excluding treasury shares, will be calculated based on the Company's total number of issued shares, excluding treasury shares, at the time that this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities