



SWING MEDIA TECHNOLOGY GROUP LIMITED

(Incorporated in Bermuda on 26 March 2001)
Company Registration Number: 30254

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SWING MEDIA TECHNOLOGY GROUP LIMITED (the "**Company**") will be held at 6 Battery Road, #10-01, Singapore 049909 on Tuesday, 29 July 2014 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of 0.15 Singapore cents per ordinary share (Singapore tax not applicable) for the financial year ended 31 March 2014. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to By-law 86(1) of the By-laws of the Company:-
Mr Yuen Shu Tong [*See Explanatory Note (i)*] **(Resolution 3)**
Mr Lau Yiu Nam Eric [*See Explanatory Note (i)*] **(Resolution 4)**
Mr Chan Hon Chung Johnny [*See Explanatory Note (i)*] **(Resolution 5)**
Mr Yuen Shu Tong, upon re-election as a Director of the Company, remain as a Chairman of the Audit Committee, member of Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Mr Lau Yiu Nam Eric, upon re-election as a Director of the Company, remain as a Chairman of Nominating Committee and Remuneration Committee and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the payment of Directors' fees of S\$78,960.00 for the financial year ended 31 March 2014. (2013: S\$70,132.00) **(Resolution 6)**
- To re-appoint Messrs Mazars LLP as the Company's Auditors to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares
"That, pursuant to Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**"), authority be and is hereby given to the Directors to:-
(a) allot and issue shares in the Company; and
(b) issue convertible securities and any shares in the Company pursuant to convertible securities (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of shares (including any shares to be issued pursuant to the convertible securities) in the Company to be issued pursuant to such authority shall not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company for the time being and that the aggregate number of shares in the Company to be issued other than on a pro-rata basis to the then existing shareholders of the Company will not exceed twenty per cent. (20%) of the total number of issued shares excluding treasury shares of the Company for the time being. Unless prior shareholders' approval is required under the Listing Manual, an issue of treasury shares will not require further shareholders' approval, and will not be included in the aforementioned limits. Unless revoked or varied by the Company in general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, except that the Directors shall be authorised to allot and issue new shares pursuant to the convertible securities notwithstanding that such authority has ceased.
For the purposes of this Resolution and Rule 806(3) of the Listing Manual, the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-
(i) new shares arising from the conversion or exercise of convertible securities;
(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares. [*See Explanatory Note (ii)*] **(Resolution 8)**
- Authority to grant options and issue Shares under the Swing Employee Share Option Scheme
"That the Directors of the Company be and are hereby empowered to offer and grant options, and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Swing Employee Share Option Scheme (the "**Scheme**") provided always that the aggregate number of Shares in respect of which such options may be granted and which may be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued Shares excluding treasury shares of the Company from time to time." [*See Explanatory Note (iii)*] **(Resolution 9)**
- Authority to allot and issue Shares under the Swing Media Technology Group Limited Scrip Dividend Scheme
"That pursuant to Rule 806 of the Listing Manual of the SGX-ST, authority be hereby given to the Directors of the Company to allot and issue such number of Shares in the Company as may be required to be allotted and issued pursuant to the Swing Media Technology Group Limited Scrip Dividend Scheme from time to time in accordance to the "Terms and Conditions of the Scrip Dividend Scheme" set out in Pages C-2 to C-6 of the Circular to Shareholders dated 30 October 2008 and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier." [*See Explanatory Note (iv)*] **(Resolution 10)**

By Order of the Board

Chan Hon Chung Johnny
Chan Lai Yin
Joint Company Secretaries
Singapore, 11 July 2014

Explanatory Notes:

- The detailed information of Mr Yuen Shu Tong, Mr Lau Yiu Nam Eric and Mr Chan Hon Chung Johnny can be found under the section entitled "Board of Directors" on pages 8-9 of the Annual Report. They have no relationship (including immediate family relationships) with the other Directors, the Company or its 10% shareholders.
- Ordinary Resolution 8 is to empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of the total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any convertible securities issued under this authority.
- Ordinary Resolution 9, if passed, will empower the Directors of the Company, to offer and grant options and to allot and issue Shares upon the exercise of such options in accordance with the Swing Employee Share Option Scheme not exceeding 15% of the total number of issued Shares excluding treasury shares of the Company from time to time.
- Ordinary Resolution 10, if passed, will empower the Directors of the Company to allot and issue Shares in the Company, from the date of this Meeting until 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 or when varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares in the Company from time to time, pursuant to the Swing Media Technology Group Limited Scrip Dividend Scheme.

Notes:

- If a member of the Company, being a Depositor (as defined in the By-laws of the Company) whose name appears in the Depository Register (as defined in the By-laws of the Company) wishes to attend and vote at the Annual General Meeting, 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 Annual General Meeting.
- If a depositor wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the office 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, at least 48 hours before the time of the Annual General Meeting. Delivery of the Proxy Form shall not preclude him from attending and voting in person at the Annual General Meeting and in such event, the Proxy Form shall be deemed to be revoked.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN THAT the Share Transfer Books and Register of Swing Media Technology Group Limited will be closed on 13 August 2014 for preparation of dividend warrants for the proposed first and final dividend of 0.15 Singapore cents per ordinary share (Singapore tax not applicable) for the financial year ended 31 March 2014.

Duly completed registrable transfers received by the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5:00 p.m. on 12 August 2014 will be registered to determine members' entitlement to the said proposed dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5:00 p.m. on 12 August 2014 will be entitled to the said proposed dividend.

Payment of the said proposed dividend, if approved by the members at the Annual General Meeting to be held on 29 July 2014, will be made on 22 August 2014.

By Order of the Board

Chan Hon Chung Johnny
Chan Lai Yin
Joint Company Secretaries
Singapore, 11 July 2014