



artivision technologies

ARTIVISION TECHNOLOGIES LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200407031R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Artivision Technologies Ltd. (the "**Company**") will be held at 16 Arumugam Road, Lion Building D, #05-01, Seminar Room, Singapore 409961 on 10 February 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

All capitalised terms in this Notice which are not defined herein shall have the same meaning ascribed to them in the circular to shareholders of the Company dated 26 January 2017 (the "**Circular**").

ORDINARY RESOLUTION 1: THE PROPOSED PLACEMENT OF AN AGGREGATE OF 246,913,580 PLACEMENT SHARES AT THE PLACEMENT PRICE OF S\$0.0162 FOR EACH PLACEMENT SHARE TO MR CHING CHIAT KWONG

THAT:

- (a) approval be and is hereby given for the Company to allot and issue an aggregate of 246,913,580 Placement Shares to Mr Ching Chiat Kwong at a placement price of S\$0.0162 per Placement Share, on the terms and subject to the conditions of the Share Placement Agreement;
- (b) pursuant to Rule 803 of the Catalyst Rules, approval be and is hereby given for the transfer of a controlling interest in the Company to Mr Ching Chiat Kwong arising from the allotment and issuance of the Placement Shares;
- (c) pursuant to Rule 812 of the Catalyst Rules, approval be and is hereby given for the allotment and issuance of 246,913,580 Placement Shares to Mr Ching Chiat Kwong, a substantial shareholder of the Company; and
- (d) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of and to give effect to this Ordinary Resolution 1 (including any amendment to the Share Placement Agreement and execution of any other documents) as he shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF 370,370,370 OPTIONS TO MR LOW SEE CHING, EACH OPTION CARRYING THE RIGHT TO SUBSCRIBE FOR ONE NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY AT THE EXERCISE PRICE OF S\$0.0162

THAT:

- (a) approval be and is hereby given for the Company to grant an aggregate of 370,370,370 Options to Mr Low See Ching, on the terms and subject to the conditions of the relevant Option Deed;
- (b) approval be and is hereby given for the Company to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options at the Exercise Price;
- (c) pursuant to Rule 803 of the Catalyst Rules, approval be and is hereby given for the potential transfer of a controlling interest in the Company to Mr Low See Ching arising from the allotment and issuance of the Option Shares; and
- (d) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of and to give effect to this Ordinary Resolution 2 (including any amendment to the relevant Option Deed and execution of any other documents) as he shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF 370,370,370 OPTIONS TO MR TEE WEE SIEN, EACH OPTION CARRYING THE RIGHT TO SUBSCRIBE FOR ONE NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY AT THE EXERCISE PRICE OF S\$0.0162

THAT:

- (a) approval be and is hereby given for the Company to grant an aggregate of 370,370,370 Options to Mr Tee Wee Sien, on the terms and subject to the conditions of the relevant Option Deed;
- (b) approval be and is hereby given for the Company to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options at the Exercise Price;
- (c) pursuant to Rule 803 of the Catalyst Rules, approval be and is hereby given for the potential transfer of a controlling interest in the Company to Mr Tee Wee Sien arising from the allotment and issuance of the Option Shares; and
- (d) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of and to give effect to this Ordinary Resolution 3 (including any amendment to the relevant Option Deed and execution of any other documents) as he shall think fit and in the interests of the Company.

By Order of the Board

Lau Yan Wai

Company Secretary

Singapore

26 January 2017

IMPORTANT: PLEASE READ NOTES BELOW.

Notes:

1. A member of the Company (other than a Relevant Intermediary as defined below) entitled to attend and vote at the Extraordinary General Meeting of the Company (the "**EGM**") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where a member of the Company (other than a Relevant Intermediary as defined below) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
3. A member who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
 5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its duly authorised officer or attorney.
 6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 67 Ubi Avenue 1, #06-02/03 Starhub Green, Singapore 408942 not less than forty-eight (48) hours before the time appointed for holding the EGM.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes and (iv) 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. The member's personal data and the proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), ZICO Capital Pte. Ltd., for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.