

CITYNEON HOLDINGS LIMITED

(Company Registration Number 199903628E)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Cityneon Holdings Limited (“the Company”) will be held at 84 Genting Lane, #06-01 Cityneon Design Centre, Singapore 349584 on 26 October 2017 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

- (1) **THE PROPOSED ADOPTION OF THE CITYNEON PERFORMANCE SHARE PLAN;**
- (2) **THE PROPOSED PARTICIPATION OF NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT DIRECTORS) IN THE CITYNEON PERFORMANCE SHARE PLAN; AND**
- (3) **THE PROPOSED PARTICIPATION OF TAN AIK TI, RON, THE EXECUTIVE CHAIRMAN, GROUP CHIEF EXECUTIVE OFFICER AND CONTROLLING SHAREHOLDER, IN THE CITYNEON PERFORMANCE SHARE PLAN**

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE CITYNEON PERFORMANCE SHARE PLAN

That:-

- (a) a share plan to be known as Cityneon Performance Share Plan (the “**Share Plan**”), the rules of which have been submitted to the meeting and, for the purpose of identification, subscribed by the Chairman thereof, under which awards (“**Awards**”) of fully paid-up ordinary shares in the capital of the Company (the “**Shares**”), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular to Shareholders dated 11 October 2017 (the “**Circular**”), be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:-
 - (i) to establish and administer the Share Plan;
 - (ii) to modify and/or alter the Share Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Share Plan;
 - (iii) subject to the same being allowed by law, to apply any share purchased under any share buy-back mandate towards the satisfaction of Awards granted under the Share Plan; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Share Plan and 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 vesting of Awards under the Share Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Share Plan shall not exceed 15% of the total issued Shares of the Company from time to time.

ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION OF NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT DIRECTORS) IN THE CITYNEON PERFORMANCE SHARE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Non-Executive Directors (including Duan Mengying and Independent Directors) of the Company in the Share Plan, be and is hereby approved.

ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION OF TAN AIK TI, RON, THE EXECUTIVE CHAIRMAN, GROUP CHIEF EXECUTIVE OFFICER AND CONTROLLING SHAREHOLDER, IN THE CITYNEON PERFORMANCE SHARE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Tan Aik Ti, Ron, the Executive Chairman and Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company, as well as the Group Chief Executive Officer, in the Share Plan, be and is hereby approved.

By Order of the Board

Cityneon Holdings Limited

Tan Aik Ti, Ron

Executive Chairman and Group Chief Executive Officer

11 October 2017

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company (“**EGM**”) may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are shareholders of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at 84 Genting Lane, #06-01 Cityneon Design Centre, Singapore 349584 not later than 48 hours before the time appointed for the holding of the EGM.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- (6) Terms not defined in this Notice of EGM shall have the meanings ascribed to them in the Circular.

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, 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.