

**ARTIVISION TECHNOLOGIES LTD**(Company Registration No. 200407031R)  
(Incorporated in the Republic of Singapore)**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ARTIVISION TECHNOLOGIES LTD ("the Company") will be held at 16 Arumugam Road, Lion Building D, #05-01, Singapore 409961, Seminar Room on 30 July 2013 at 10.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the financial year ended 31 March 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to the Articles of Association of the Company:
 

Mr Soh Tzu Seoh Kenneth	(Retiring under Article 91)	<b>(Resolution 2)</b>
Mr Goh Sai Kiang Philip	(Retiring under Article 91)	<b>(Resolution 3)</b>
Mr Wong Chee Meng Lawrence	(Retiring under Article 91)	<b>(Resolution 4)</b>

 [See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S\$60,000 for the financial year ended 31 March 2013. (2012: S\$53,750) **(Resolution 5)**
4. To re-appoint PricewaterhouseCoopers LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
5. 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:

6. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("shares") whether by way of rights or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "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 of the Company may in their absolute discretion deem fit; and

- (b) (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 of the Company while this Resolution was in force,

(the "**Share Issue Mandate**")

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed 100% 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 and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent issue, consolidation or subdivision of shares;

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual Section B: Rules of Catalist of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (ii)]

**(Resolution 7)**

7. **Authority to issue options under the Employee Share Option Plan of Artivision Technologies Ltd**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options under the Artivision Technologies Share Option Plan (the "Plan") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time 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 (iii)]

**(Resolution 8)**

8. **Grant of option under the Plan to Mr Soh Sai Kiang Philip, a controlling shareholder**

That the proposed grant of an option pursuant to the Plan of up to 4 million ordinary shares in the share capital of the Company at the average closing prices of Artivision Shares on the Catalist on each of the five (5) consecutive trading days on which transactions in Artivision Shares were recorded immediately preceding the Date of Grant of the Option, rounded to the nearest cent to Mr Soh Sai Kiang Philip, a controlling shareholder of the Company, be approved.

[See Explanatory Note (iv)]

**(Resolution 9)**

9. **Grant of option under the Plan to Dr Ofer Miller, a controlling shareholder**

That the proposed grant of an option pursuant to the Plan of up to 4 million ordinary shares in the share capital of the Company at the average closing prices of Artivision Shares on the Catalist on each of the five (5) consecutive trading days on which transactions in Artivision Shares were recorded immediately preceding the Date of Grant of the Option, rounded to the nearest cent to Dr Ofer Miller, a controlling shareholder of the Company, be approved.

[See Explanatory Note (v)]

**(Resolution 10)**

By Order of the Board

Nathaniel Chelvarajah Vanniasingham  
Company Secretary  
Singapore, 15 July 2013

**Explanatory Notes:**

- (i) Mr Wong Chee Meng Lawrence, will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and as a member of the Audit and Remuneration Committees. Mr Wong Chee Meng Lawrence will be considered independent pursuant to Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the SGX-ST.

- (ii) Resolution 7, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares), of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the total number of issued shares (including treasury shares) at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 8 above, if passed, will empower the Directors of 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 such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Plan up to a number not exceeding in total (for the entire duration of the Plan) ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

- (iv) Mr Soh Sai Kiang Philip is a co-founder of the Group and the Non-Executive Chairman of the Company. He joined the Company on 7 June 2004. He is deemed to be interested in the shares held by Algotech Holdings Ltd, a substantial shareholder of the Company.

As the Non-Executive Chairman, Mr Soh Sai Kiang Philip has undertaken an active role in charting the direction and strategic development of the Group and formulates business strategies of the Group.

As the Chairman of the Board, he is proactively involved in targeting and securing new businesses for the Group. He is also responsible for the proper functioning of the Board, ensuring that the Board receives accurate, timely and clear information for decision making purposes and that Board meetings are held as and when necessary. He also oversees and ensures that effective communication is maintained with the shareholders. Mr Soh Sai Kiang Philip will abstain and has undertaken to ensure that his Associates will abstain from voting on Resolution 9. Mr Soh Sai Kiang Philip and his Associates will not accept appointments to act as proxies in relation to Resolution 9 unless specific instructions as to voting have been given by the shareholders.

Contingent to the passing of Ordinary Resolution 8, the Ordinary Resolution 9 above, if passed, will authorise and empower the Directors of the Company to grant an option pursuant to the Plan of up to 4 million shares to Mr Soh Sai Kiang Philip, a controlling shareholder of the Company.

- (v) Dr Ofer Miller is a co-founder of the Group and the Executive Director and Chief Technology Officer of the Company. He joined the Company on 7 June 2004. He is deemed to be interested in the shares held by Algotech Holdings Ltd, a substantial shareholder of the Company.

As the Executive Director and Chief Technology Officer, Dr Ofer Miller has undertaken an active role in spearheading the research and development efforts of the Group. He is also responsible for the new technical designs, capacity and capability of the technology that Artivision specialises in. He charts the new developments and new media markets for the Group's products and is very much involved in the marketing of the new technology products of the Group. He is also responsible for ensuring that the Group's media business plays a significant role in the Group's parallel yet diversified investment into the online advertising and video content domain.

Dr Ofer Miller will abstain and has undertaken to ensure that his Associates will abstain from voting on Resolution 10. Dr Ofer Miller and his Associates will not accept appointments to act as proxies in relation to Resolution 10 unless specific instructions as to voting have been given by the shareholders.

Contingent to the passing of Ordinary Resolution 8, the Ordinary Resolution 10 above, if passed, will authorise and empower the Directors of the Company to grant an option pursuant to the Plan of up to 4 million shares to Dr Ofer Miller, a controlling shareholder of the Company.

**Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy 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 Meeting.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd. for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). 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 Mr Chia Beng Kwan, Director, Canaccord Genuity Singapore Pte. Ltd at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.