



elektromotive

ELEKTROMOTIVE GROUP LIMITED

(Incorporated in Singapore)

(Company Registration Number 199407135Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used herein shall have the same meanings ascribed to them in the circular dated 24 November 2016.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Elektromotive Group Limited (the "**Company**") will be convened on 16 December 2016 at 11.00 a.m. at The National University of Singapore Society (NUSS), Suntec City Guild House, 3 Temasek Boulevard, #02-401/402, Suntec Tower 5, Singapore 038983, for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

AS ORDINARY RESOLUTION:-

1. THE PROPOSED DISPOSAL OF THE COMPANY'S ENTIRE 55% STAKE IN THE ISSUED AND PAID-UP CAPITAL OF ELEKTROMOTIVE LIMITED ("PROPOSED DISPOSAL")

THAT:

- (a) approval be and is hereby given for the proposed disposal of the Company's entire 55% stake in the issued and paid-up capital of Elektromotive Limited for a cash consideration of £0.5 million (approximately S\$0.89 million), on the terms and subject to the conditions of the Agreement dated 9 September 2016 entered into between the Company and Chargemaster Plc; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) including, without limitation, to negotiate, execute and authorise the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

AS SPECIAL RESOLUTION:-

2. THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "ARION ENTERTAINMENT SINGAPORE LIMITED"

THAT:

- (a) contingent upon the passing of Ordinary Resolution above relating to the Proposed Disposal and subject to the Completion taking place, approval be and is hereby given to the Company to change its name from "Elektromotive Group Limited" to "Arion Entertainment Singapore Limited" and that the name "Arion Entertainment Singapore Limited" be substituted for "Elektromotive Group Limited" wherever the latter name appears in the Constitution of the Company; and
- (b) any of the Directors of the Company 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 or in connection with the Proposed Change of Name and to give effect to this resolution (including the execution of any agreements or documents or procurement of third party consents) as he shall think fit and in the interests of the Company.

BY ORDER OF THE BOARD

Abdul Jabbar Bin Karam Din
Chan Poh Kuan
Joint Company Secretaries
24 November 2016

Notes:

1. A proxy need not be a member of the Company.
2. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 of Singapore, a member entitled to attend, speak and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead.
3. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
5. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
6. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
7. The instrument appointing a proxy must be deposited at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building Singapore 049910 not less than 48 hours before the time for holding the EGM.

Personal data privacy:

By submitting a proxy form 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, 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.