



Digimatic Group

**DIGIMATIC GROUP LTD
ARBN 605 944 198**

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held at 10 Anson Road, International Plaza #10-26, Singapore 079903 on Wednesday, 10 August 2016 at 2pm (SST).

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary (Australia) by telephone on +61 8 6555 2950.

DIGIMATIC GROUP LTD

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NOTICE OF GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Digimatic Group Ltd (**Company**) will be held at 10 Anson Road, International Plaza #10-26, Singapore 079903 on Wednesday, 10 August 2016 at 2pm (SST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the CDI Voting Instruction Form form part of this Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 8 August 2016 at 2pm (SST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1. Annual Financial Statement

To consider the Annual Financial Statement of the Company and its controlled entities for the year ended 31 March 2016, which includes the Financial Reports, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Election of Lim Hui Jie as Director

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 66 of the Articles and for all other purposes, Lim Hui Jie, Director, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

3. Resolution 2 – Election of Ong Shao Kuang, Ivan as Director

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 66 of the Articles and for all other purposes, Ong Shao Kuang, Ivan, Director, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Election of Clive Tan Che Koon as Director

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 66 of the Articles and for all other purposes, Clive Tan Che Koon, Director, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

5. Resolution 4 – Election of Zane Robert Lewis as Director

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 66 of the Articles and for all other purposes, Zane Robert Lewis, Director, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

6. Resolution 5 – Approval of Appointment of Auditor

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with section 205(2) of the Companies Act and for all other purposes, Kong, Lim & Partners LLP, having consented to act as the Company's auditor, is appointed as the Company's auditor effective from the date of the Meeting to hold office until conclusion of the next annual general meeting of the Company and the Directors be authorised to agree the remuneration."

7. Resolution 6 – Approval of Directors' Fees

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution (as special business) the following:

"That, pursuant to and in accordance with section 169 of the Companies Act, Listing Rule 10.17 and for all other purposes, to approve payment of the Directors' fees of up to S\$200,000 per annum in aggregate for the financial year ending 31 March 2017 on the terms and conditions in the Explanatory Memorandum".

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a Director and any associates of a Director.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the CDI Voting Instruction Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the CDI Voting Instruction Form to vote as the proxy decides.

8. Resolution 7 – Approval to Issue Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution (as special business) the following:

"That, pursuant to and in accordance with section 161 of the Companies Act and with regard to the Listing Rules, the Directors be authorised to:

- (a) *issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) *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 or exchangeable into Shares; and*
- (c) *issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force,*

provided that:

- (a) *the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver);*
- (b) *in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant Instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver) and the Articles; and*
- (c) *unless revoked or varied by the Company in general meeting, such authority shall 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."*

9. Resolution 8 – Approval of Employee Securities Incentive Plan

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution (as special business) the following:

"That pursuant to and in accordance with ASX Listing Rule 7.2, Exception 9(b) and for all other purposes, the Company adopt the securities incentive scheme known as the "Digimatic Group Employee Securities Incentive Plan" and the issue of securities under that plan, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director, and any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the CDI Voting Instruction Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the CDI Voting Instruction Form to vote as the proxy decides.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Clive Tan', followed by a horizontal line and a period.

Clive Tan Che Koon
Non-Executive Chairman
Dated: 18/7/2016

DIGIMATIC GROUP LTD

ARBN 605 944 198

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 10 Anson Road, International Plaza, #10-26, Singapore 079903 on Wednesday, 10 August 2016 at 2pm (SST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Financial Statement
Section 4	Resolutions 1 to 4 (inclusive) – Election of Directors
Section 5	Resolution 5 – Approval of Appointment of Auditor
Section 6	Resolution 6 – Approval of Directors' Fees
Section 7	Resolution 7 – Approval to Issue Shares
Section 8	Resolution 8 – Approval of Employee Securities Incentive Scheme
Schedule 1	Definitions
Schedule 2	Summary of Employee Securities Incentive Scheme

A CDI Voting Instruction Form is located at the end of this Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 CDIs

A CDI Voting Instruction Form is attached to the Notice. This is to be used by CDI Holders to direct CDN on how to vote at the Meeting, as CDI Holders are not entitled to vote in person at the Meeting.

CDI Voting Instruction Forms must be received by Link Market Services Limited, the Company's share registry, no later than 2pm (SST) (4pm (AEST)) on Monday, 8 August 2016.

The CDI Voting Instruction Form provides further details on voting at the Meeting.

CDI Holders are welcome, and encouraged, to attend the Meeting, despite not being able to vote in person.

3. Annual Financial Statement

The Annual Financial Statement must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Financial Statement.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Financial Statement which is available online at www.digimaticgroup.com;
- (a) ask questions about, or comment on, the management of the Company; and
- (b) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolutions 1 to 4 (inclusive) – Election of the Directors

Article 66 of the Articles states that at the first annual general meeting of the Company all of the Directors shall retire from Office. In addition, Listing Rule 14.5 states that an entity which has directors must hold an election of directors each year.

Each Director will retire from office and, being eligible, seek election as a Director.

The biographical details for each of the Directors are as follows:

- (a) Mr Lim Hui Jie

Mr Lim Hui Jie has been involved in various businesses endeavours spanning across Training and Education, Marketing and Advertising, Telecommunications, Retail and Software Development.

Moving into the corporate environment for a period of time, Mr Lim successfully started a new business unit within a multi-national corporation where he successfully grew the unit throughout Asia.

Mr Lim is the co-founder of ShangCommerce Pte Ltd. With the changing environment of the retail industry, Mr Lim's core competencies lie in Offline2Online and Online2Offline technologies to streamline, innovate and disrupt, offering a suite of end to end solutions covering hardware, software and services.

Mr Lim obtained his MBA via the EMBA-Global Asia programme across 3 major financial cities of the world, with the course conducted by Columbia University, London Business School and the University of Hong Kong. He also holds a Bachelor of Business and Commerce (specialising in Management and Marketing) from Monash University (Singapore) where he graduated with the Monash Golden Key Award.

(b) Mr Ong Shao Kuang, Ivan

Mr Ivan Ong started his online entrepreneurial journey at the age of 21 after graduating from Nanyang Technological University with a Bachelor of Business.

Mr Ong is the founder of Digimatic Media Private Ltd (founded as 'CPA Academy Pte Ltd'). With just a laptop and S\$1,000 in his bank account, he has since turned the business into a 10 man company with revenue of more than S\$1,500,000 in 2015.

Mr Ong is a specialist in the arena of Internet advertising and focuses on assisting Internet companies with lead generation and advertising campaigns across all countries in the world.

Throughout his entrepreneurial journey as a digital marketer, Mr Ong has amassed wide experience and knowledge in the digital advertising space and, via CPA Profits Academy, has helped hundreds of ordinary people embark on this online advertising journey.

(c) Mr Clive Tan Che Koon

Mr. Clive Tan was appointed non executive director in October 2015.

Mr Tan is the Non-Executive Chairman of Digimatic Group Ltd and is based in Singapore. He advises on the corporate governance, strategic planning and direction for the company.

Mr. Tan graduated with an Honours Degree from the Nanyang Technological University in Mechanical and Production Engineering and attended University of Technology, Sydney on an academic exchange program. He also holds a PostGraduate Diploma in Education from the National Institute of Education.

Mr. Tan started his professional career as a secondary school educator in Singapore. While teaching, the concept of value investing caught his attention and triggered his interest in investment. His entrepreneurial journey started when he and his wife acquired a childcare centre.

As co-founder and executive director of the 8I Holdings, Mr. Tan is responsible for the strategic planning, development and risk management of its businesses including education and investments in listed securities and private equity. He is also deeply involved in the development of corporate policies and management of the group's Human Capital.

Mr Zane Robert Lewis

Mr Lewis is based in Australia and was appointed as a non-executive Director and Company Secretary of the Company on 16 October 2015.

Mr Lewis holds a Bachelor of Economics from the University of Western Australia and has over 20 years' experience and leadership of small cap multinational companies. He has undertaken various corporate advisory roles with ASX listed companies and unlisted companies and has extensive international experience as President of the Commtech Wireless Group of software companies in USA, Europe, Hong Kong, China and Australia.

Mr Lewis is a non-executive director of Kingsland Global Ltd and company secretary for ASX listed Lion Energy Limited.

Resolutions 1 – 4 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 1 – 4.

The Board (excluding Mr Lim) supports the election of Mr Lim and recommends that Shareholders vote in favour of Resolution 1.

The Board (excluding Mr Ong) supports the election of Mr Ong and recommends that Shareholders vote in favour of Resolution 2.

The Board (excluding Mr Tan) supports the election of Mr Tan and recommends that Shareholders vote in favour of Resolution 3.

The Board (excluding Mr Lewis) supports the election of Mr Lewis and recommends that Shareholders vote in favour of Resolution 4.

5. Resolution 5 – Approval of Appointment of Auditor

The current auditors, Kong, Lim & Partners LLP, Certified Public Accountants were appointed as auditors of the Company on 20 June 2014. Section 205(2) of the Companies Act states:

“(2) A company shall at each annual general meeting of the company appoint a person or persons to be the auditor or auditors of the company, and any auditor or auditors so appointed shall, subject to this section, hold office until the conclusion of the next annual general meeting of the company.”

Resolution 5 therefore seeks to appoint Kong, Lim & Partners LLP as auditors of the Company until the conclusion of the next annual general meeting of the Company.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

The Board supports the appointment of Kong, Lim & Partners LLP as auditors of the Company and recommends that Shareholders vote in favour of Resolution 5.

6. Resolution 6 – Approval of Directors' Fees

Section 169 of the Companies Act requires that Directors' fees for the year ending 31 March 2017 be approved by Shareholders.

Resolution 6 therefore seeks approval for the proposed maximum aggregate non-executive Directors' fees of S\$200,000 for financial year ended 31 March 2017. Shareholders have not previously set this amount.

Listing Rule 10.17 provides that the Company may not increase the total aggregate amount of Directors' fees payable to all of its non-executive Directors without Shareholder approval.

No total aggregate fixed sum per annum to be paid to the non-executive Directors has previously been set by the Shareholders. Resolution 6 seeks approval to set the proposed total aggregate amount of Directors' fees payable to all of its non-executive Directors at S\$200,000 for the financial year ending 31 March 2017. The total amount of non-executive Directors' fees payable includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice on a pre-tax basis.

No securities were issued to a non-executive Director under Listing Rule 10.11 or 10.14 with Shareholder approval at any time within the last 3 years.

The proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will provide the Company with the flexibility to attract appropriately qualified Directors and to act quickly if the circumstances require it.

The Board reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

A voting exclusion statement is included in the Notice for Resolution 6.

7. Resolution 7 – Approval to issue Shares

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Shareholders.

Resolution 7 therefore seeks approval for the Directors to be empowered to issue Shares or convertible securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 7 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of ASX Listing Rule 7.1 or Listing Rule 7.1A; or
- (b) the issue of securities to related parties, pursuant to the requirements of ASX Listing Rule 10.11.

Resolution 7 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period;
- (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party without Shareholder approval; and
- (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Shareholder approval.

Resolution 7 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 7.

The Board recommends that Shareholders vote in favour of Resolution 7.

8. Resolution 8 – Approval of Employee Securities Incentive Plan

8.1 General

The Company considers that it is desirable to maintain an incentive securities plan pursuant to which the Company can issue shares, options or performance rights to eligible Directors, employees and consultants in order to attract, motivate and retain such persons and to provide them with an incentive to deliver growth and value to all Shareholders.

Accordingly, Resolution 8 seeks approval for the adoption of the employee securities incentive plan titled 'Digimatic Group Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 (Exception 9(b)).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of which is set out at Schedule 2.

In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

8.2 Application of Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

8.3 Listing Rule 7.2, Exception 9(b)

Listing Rule 7.2, Exception 9(b) provides an exception to Listing Rule 7.1 by which Equity Securities issued under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

No Equity Securities have been issued under the current Plan as it is a new employee incentive scheme and has not previously been approved by shareholders.

Prior Shareholder approval will be required under Listing Rule 10.14 before any Director or related party of the Company can participate in the Plan.

8.4 Board recommendation

Resolution 8 is an ordinary resolution.

The Chairperson will cast all available proxies in favour of Resolution 8.

A voting exclusion statement is included in the Notice for Resolution 8.

Schedule 1 – Definitions and Interpretation

1. Definitions

In the Notice and this Explanatory Memorandum, unless the context otherwise requires:

A\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

Annual Financial Statement means the Directors' Report, the Financial Reports and the Auditor's Report in respect to the financial period ended 31 March 2016.

Articles means the memorandum and articles of association of the Company from time to time.

ASX means ASX Limited ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Limited.

ASX Settlement Rules means ASX Settlement Operating Rules of ASX Settlement Pty Ltd (ABN 49 008 504 532).

Auditor's Report means the auditor's report on the Financial Reports.

Board means the board of Directors from time to time.

CDI means CHESS Depository Interests issued by CDN, where each CDI represents a beneficial interest in one Share.

CDI Voting Instruction Form means the CDI voting instruction form attached to the Notice.

CDN means CHESS Depository Nominees Pty Ltd (ABN 75 071 346 506) (AFSL 254514), in its capacity as depository of the CDIs under the ASX Settlement Rules.

Chairperson means the person appointed to chair the Meeting.

Companies Act means the Companies Act (Cap.50) of Singapore.

Company means Digimatic Group Ltd ARBN 605 944 198.

Director means any director of the Company and **Directors** means all of them.

Directors' Report means the annual directors' report of the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Explanatory Memorandum means this explanatory memorandum.

Financial Reports means the annual financial reports of the Company and its controlled entities.

Listing Rules means the official listing rules of the ASX.

Meeting means the general meeting of the Company to be held at 10 Anson Road, International Plaza #10-26, Singapore 079903 on Wednesday, 10 August 2016 at 2pm (SST).

Notice means this notice of annual general meeting.

Option means an option to acquire a Share.

Plan means the Digimatic Group Employee Securities Incentive Plan.

Resolution means any resolution detailed in the Notice as the context requires.

S\$ means Singaporean dollars.

Schedule means a schedule to the Notice.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company or a CDI, as applicable.

Shareholder means a holder of a Share (including CDN in its capacity as depositary of the CDIs under the ASX Settlement Rules), or holder of a CDI, as applicable.

SST means Singapore Standard Time, being the time in Singapore.

2. Interpretation

In the Notice and this Explanatory Memorandum, headings and words in bold are for convenience only and do not affect the interpretation of the Notice and this Explanatory Memorandum and, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include any gender;
- (c) other parts of speech and grammatical forms of a word or phrase defined in the Notice or this Explanatory Memorandum have a corresponding meaning;
- (d) a term not specifically defined in the Notice or this Explanatory Memorandum has the meaning given to it (if any) in the Companies Act;
- (e) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (f) a reference to a document includes all amendments or supplements to, or replacements or novations of, that document;
- (g) a reference to a body (including, without limitation, an institute, association or authority), whether statutory or not:
 - (i) which ceases to exist; or
 - (ii) whose powers or functions are transferred to another body,is a reference to the body which replaces it or which substantially succeeds to its powers or functions; and
- (h) “**include**” and “**including**” are not words of limitation.

Schedule 2 – Summary of Employee Securities Incentive Plan

The Company has established an employee securities incentive plan (**Plan**).

The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

1. Definitions

Eligible Participant means a person that is at least 18 years old who is not an undischarged bankrupt and is an employee or director (whether executive or non-executive) of a member of the Group, or is otherwise a person that has been determined by the Board to be eligible to participate in the Plan from time to time.

Convertible Security means a Security exercisable for Plan Share(s) in accordance with the terms and conditions of the Plan, including an Option or performance right.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

Participant means an Eligible Participant who has been granted any Security under the Plan.

Plan Share means all Shares issued or transferred to a Participant under the Plan, including upon the valid exercise of a Convertible Security.

Security means a security in the capital of the Company granted under the Plan, including a Plan Share, Option, performance right or other Convertible Security.

2. Purpose

The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

4. Eligibility, invitation and application

- (a) The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- (b) On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

- (c) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6. Terms of Convertible Securities

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the

Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

12. Rights attaching to Plan Shares

All Plan Shares will rank *pari passu* in all respects with the Shares of the same class and will trade on the ASX in the form of CDIs. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have

been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

17. Plan duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.



Digimatic Group

ARBN 605 944 198

LODGE YOUR INSTRUCTION



ONLINE

www.linkmarketservices.com.au



BY MAIL

Digimatic Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

CDI VOTING INSTRUCTION FORM

STEP 1

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of Digimatic Group Ltd (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at **2:00pm on Wednesday, 10 August 2016 at 10 Anson Road, International Plaza #10-26, Singapore 079903**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

PROXY APPOINTMENT – *this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting*

If you wish to attend the Meeting in person or appoint another person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

STEP 3

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Election of Lim, Hui Jie as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ong Shao Kuang, Ivan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Clive Tan Che Koon as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Zane Robert Lewis as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

STEP 4

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

DMC PRX16011



HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the holders should sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Sunday, 7 August 2016**, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



BY MAIL

Residents of Australia and all other jurisdictions

Digimatic Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Singapore residence ONLY

Tricor Barbinder Share Registration Services
80 Robinson Road #11-02
Singapore 068898



BY FAX

Residents of Australia and all other jurisdictions
+61 2 9287 0309

Singapore residence ONLY

(65) 6236 3405



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)