

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

It contains resolutions to be voted on at the Company's Annual General Meeting.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in PhotonStar LED Group PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (**Meeting**) of PhotonStar LED Group PLC (**Company**) will be held at Unit 8 Westlink, Belbins Business Park, Cupernham Lane, Romsey, Hants, SO51 7JF on Thursday 23 June 2016 at 10am.

You will be asked to consider and vote on the resolutions below.

Resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

**ORDINARY RESOLUTIONS**

- 1 **THAT** the Annual Report and Accounts for the year ended 31 December 2015 be received.
- 2 **THAT** BDO LLP be reappointed as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the company.
- 3 **THAT** the directors be authorised to agree the remuneration of the auditor.
- 4 **THAT** Mr Phillip Marshall, a director liable to retire by rotation, does not seek reappointment and therefore is not appointed director of the Company.
- 5 **THAT** the directors be authorised generally and unconditionally, for the purpose of section 551 of the Companies Act 2006 (the **Act**), to exercise all the powers of the Company to allot shares up to a maximum aggregate nominal amount equal to £375,000 to such persons and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the expiry of the next Annual General Meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

## **SPECIAL RESOLUTION**

6 **THAT** subject to the passing of the Resolution 6 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 5, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £375,000 such amount being equivalent to approximately 20 per cent. of the Company's issued share capital; and

expire on the expiry of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## **BY ORDER OF THE BOARD**

**CFO Solutions Limited**

*Company Secretary*

## **REGISTERED OFFICE**

Unit 8 Westlink Belbins Business Park, Cupernham Lane Romsey Hampshire SO51 7JF

27 May 2016

### **Notes:**

(1) The Company specifies that only those members registered on the Company's register of members at 6pm on 21 June 2016 or if this Annual General Meeting is adjourned, at 6.00pm on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting.

(2) If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Proxy Form with this notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.

(3) A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the chairman of the Annual General Meeting or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

(4) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 5.

(5) The notes to the Proxy Form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the Proxy Form, the Proxy Form must be:

- (a) completed and signed;
- (b) sent or delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4ZF; and
- (c) received by Capita Asset Services, at the address provided in paragraph 5(b) above no later than 10am on 21 June 2016.

In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.

(6) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

(7) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut off time will be disregarded.

Where you have appointed a proxy using the hardcopy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Capita Registrars at the address noted in note 5 above.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

(8) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services at PXS1, 34 Beckenham Road, Kent, BR3 4ZF. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services no later than 10am on 21 June 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

(9) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.

(10) Voting on all resolutions will be conducted by way of a poll rather than on a show of hands.

(11) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Thursday 23 June 2016 at 10am and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars Limited (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.