

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting (“AGM”) of INFORMATICS EDUCATION LTD. (the “Company”) will be held by way of electronic means on Thursday, 26 November 2020 at 2.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial period from 1 April 2019 to 30 June 2020 and the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ Fees of \$50,000 for the financial period from 1 April 2019 to 30 June 2020 (2019: S\$50,000). **(Resolution 2)**
3. To record the retirement of Dato’ Sri Robin Tan Yeong Ching as a Director pursuant to Article 71 of the Company’s Constitution at the conclusion of the Annual General Meeting [*See Explanatory Note (a)*]
4. To re-appoint Ernst & Young LLP as Auditor of the Company for the financial year ending 30 June 2021 and to authorise the Directors to fix their remuneration. **(Resolution 3)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:

5. **General Mandate to Directors to issue Shares**

“That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

- (1) (a) issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise, and / or
- (b) make or grant offers, agreements or options that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, “Instruments”),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

- (2) (notwithstanding that 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 while the authority was in force, provided that:
 - (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) (the “Share Issues”) does not exceed 50% of the total number of the issued Shares (excluding treasury Shares and subsidiary holdings of the Company) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution and any adjustment effected under any relevant Instrument) shall not exceed 20% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) (as calculated in accordance with paragraph (ii) below); and

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- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) at the time this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting as at the time this Resolution is passed; and
 - (b) any subsequent bonus issue or consolidation or subdivision of shares;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 the earlier. *[See Explanatory Note (b)]* **(Resolution 4)**

BY ORDER OF THE BOARD

Ms Lo Swee Oi
Company Secretary

4 November 2020

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Explanatory Notes:

- (a) Dato' Sri Robin Tan Yeong Ching, who is retiring by rotation at the AGM pursuant to Article 71 of the Company's Constitution, has expressed his intention to retire at the AGM and will not be seeking re-election.

Dato' Sri Robin Tan Yeong Ching, will retire from the Board of Directors at the conclusion of the AGM and will concurrently cease to be a Member of the Audit & Risk Management Committee, Remuneration & Strategic Human Resource Committee and Nominating Committee.

- (b) Resolution 4, if passed, will empower the Directors to issue Shares and/or to issue Shares and Instruments of the Company up to a number not exceeding 50% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) of which up to 20% may be issued other than on a pro rata basis to shareholders. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) is based on the Company's total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) at the time that Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, or the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when that Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

1. The AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. The Orders were amended on 29 September 2020 to extend the alternative meeting arrangements to 30 June 2021, and make other refinements to some Orders. On 1 October 2020, the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation have updated a checklist to guide listed and non-listed entities on the conduct of general meeting arising from the latest updates from the Multi-Ministry Taskforce to ease safe management measures to facilitate business operations.
2. Documents relating to the business of the AGM, which comprise the Company's 2020 Annual Report for the financial period from 1 April 2019 to 30 June 2020 as well as the Notice of AGM and the Proxy Form have been published on SGXNet and the Company's website at <http://www.informaticseducation.com/investor-media-centre/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will NOT be despatched to shareholders.
3. Pursuant to the Order, the Company will implement alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or audio-only means), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Company's announcement dated 4 November 2020. The announcement may be accessed at the Company's website at <http://www.informaticseducation.com/investor-media-centre/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

As the Company does not allow real-time remote electronic voting through an electronic voting system to take place at the AGM, a member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company's website at <http://www.informaticseducation.com/investor-media-centre/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

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4. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2.00 p.m. on 16 November 2020.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
- (i) if submitted electronically, be submitted via email to gpe@mncsingapore.com or via the pre-registration website at <https://online.meetings.vision/informatics-registration>; or
 - (ii) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902

in either case, at least 48 hours before the time for the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it electronically via email to the email address provided above or via the pre-registration website, or submitting it by post to the address provided above. **In view of the current COVID-19 restriction orders in Singapore, which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.**

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.