

INFINIO GROUP LIMITED
(Incorporated in Singapore)
(Company Registration No.: 199801660M)

PROPOSED ISSUE OF 1% EQUITY-LINKED REDEEMABLE CONVERTIBLE NOTES DUE 2019 IN AGGREGATE PRINCIPAL AMOUNT OF S\$20,000,000 (“PROPOSED NOTES ISSUE”) – SUPPLEMENTAL AGREEMENT

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings in the Company’s announcement dated 1 September 2016 and 30 November 2016 (“Announcements”).

1. INTRODUCTION

The board of directors (“**Board**” or “**Directors**”) of Infinio Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refer to the Announcements, in relation to, *inter alia*, the Proposed Notes Issue and wishes to announce that the Company, the Subscriber and ACPAM had, on 12 May 2017, entered into a supplemental agreement (the “**Supplemental Agreement**”) to vary the terms and conditions of the Notes.

2. AMENDMENT TO THE SUBSCRIPTION AGREEMENT

The material changes to the terms and conditions of the Notes are, *inter alia*, as follows:

- (i) Setting the minimum conversion price as S\$0.0008;
- (ii) Clarifying that in the event of any share consolidation, share split and reclassification of Shares, the selected three Business Days shall not comprise of both cum and ex dates. If the selected three Business Days are the cum dates, the same event (or entitlement) shall also apply to the Conversion Shares. If the selected three Business Days are the ex dates, the same event (or entitlement) shall not apply to the Conversion Shares.
- (iii) Providing an adjustment mechanism to the minimum conversion price. Details of the adjustment mechanism will be set out in the Circular (as defined below); and
- (iv) Requiring any modification of the Notes and terms and conditions of the Notes to the advantage of the holders of the Notes to be approved by Shareholders.

3. EXTRAORDINARY GENERAL MEETING

The Proposed Notes Issue and issue and allotment of the Conversion Shares are subject to the approval of the Shareholders at an extraordinary general meeting to be convened. In this regards, a circular to the Shareholders containing, *inter alia*, further information on the Proposed Notes Issue (“**Circular**”) and the notice of the extraordinary general meeting will be despatched to the Shareholders in due course.

4. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling Shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Notes Issue, other than through their respective shareholdings in the Company. None of the Directors or controlling Shareholders of the Company or their respective associates have any connection (including business relationship) with the Subscriber and ACPAM.

5. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Supplemental Agreement is available for inspection at the registered office of the Company at 80 Robinson Road, #02-00 Singapore 068898 during normal business hours for a period of three (3) months from the date of this announcement.

6. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares in the Company. The Proposed Notes Issue is subject to certain conditions and there is no certainty or assurance as at the date of this announcement that the Proposed Notes Issue will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements as and when there are further developments. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt as to the actions they should take.

BY ORDER OF THE BOARD
INFINIO GROUP LIMITED

Lim Yeow Sun
Executive Director
12 May 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**"). The Company's Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.*

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

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