



INFINIO GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199801660M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of **INFINIO GROUP LIMITED** (the "**Company**") will be held at 28 Kallang Place, #04-01/05, Singapore 339158, on Monday, 31 July 2017 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

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| 1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2017 together with the Directors' Report and Auditors' Report thereon. | Resolution 1 |
| 2. To approve the payment of Directors' Fees of S\$140,000.00 for the financial year ended 31 March 2017 (2016: S\$95,000). | Resolution 2 |
| 3. To re-elect Mr Lim Yeow Sun who is retiring under Article 107 of the Company's Constitution.
[See Explanatory Note (i)] | Resolution 3 |
| 4. To re-elect Mr Kun Swee Tiong Andy who is retiring under Article 107 of the Company's Constitution.
[See Explanatory Note (ii)] | Resolution 4 |
| 5. To re-appoint Messrs Foo Kon Tan LLP., Certified Public Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |
| 6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting. | |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:-

7. **AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES**
- That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalyst ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:
- (A) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
(ii) 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 into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,
- provided that:
- (1) 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) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2))
- (2) 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 (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of convertible securities;
- (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a 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.
- [See Explanatory Note (iii)]

BY ORDER OF THE BOARD

LEE BEE FONG
Company Secretary
Date: 14 July 2017
Singapore

Explanatory Notes:-

- (i) If re-elected under Resolution 3 above, Mr Lim Yeow Sun will, upon re-election as a Director, remain as Executive Director of the Company. There is no relationship including immediate family relationships between Mr Lim Yeow Sun and the other Directors, the Company, or its 10% shareholders as defined in the Code of Corporate Governance 2012 (the "**Code**"). Detailed information on Mr Lim Yeow Sun can be found at page 4 of the Annual Report.
- (ii) If re-elected under Resolution 4 above, Mr Kun Swee Tiong Andy will, upon re-election as a Director, remain as Independent Non-Executive Director of the Company, Chairman of the Nominating Committee and member of the Audit Committee and Remuneration Committee. He shall be considered independent for the purposes of Rule 704(7) of Catalyst Rules of the SGX-ST. There is no relationship including immediate family relationships between himself and the other Directors, the Company, its related corporations, its 10% shareholders or its officers (as defined in the Code). Detailed information on Mr Kun Swee Tiong Andy can be found at page 4 of the Annual Report.
- (iii) Ordinary Resolution 6 is to empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares in the Company and convertible securities. The number of shares and convertible securities which the Directors may allot and issue under this Resolution would not exceed 100% of the issued share capital of the Company at the time of passing this Resolution (excluding treasury shares) of the Company at the time of passing this Resolution. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 50% of the issued share capital of the Company (excluding treasury shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Notes:-

1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified).

"Relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road, #02-00 Singapore 068898 not less than 48 hours before the time for holding the AGM or any adjournment thereof.

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

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

*The contact person for the Sponsor is Mr. Liao H. K.
Telephone number: 6221 0271*

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 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) 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.