



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 of Infinio Group Limited will be held at 2 Leng Kee Road, #03-04 Thye Hong Centre, Singapore 159086, on Wednesday, 30 July 2014 at 11.00 am 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 2014 together with the Directors' Report and Auditors' Report thereon. | Resolution 1 |
| 2. To approve the payment of Directors' Fees of S\$100,000 for the financial year ended 31 March 2014 (2013: S\$100,000). | Resolution 2 |
| 3. To approve the payment of Directors' Fees of S\$100,000 for the financial year ending 31 March 2015, to be paid quarterly in arrears. | Resolution 3 |
| 4. To re-elect the following directors of the Company ("Director") retiring pursuant to Articles 107 and 117 of the Articles of Association of the Company: | |
| Mr Hong Seong Soo [Article 107] | Resolution 4 |
| Mr Choo Siew Lohk [Article 117] | Resolution 5 |
| Mr Lim Yeow Sun [Article 117] | Resolution 6 |
| [See Explanatory note (i)] | |
| 5. To re-appoint Messrs Robert Yam & Co., Certified Public Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |
| 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:-

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| 7. <u>INFINIO GROUP LIMITED SHARE OPTION SCHEME</u> | Resolution 8 |
| "THAT approval be given to the Directors to offer and grant options under the Infinio Group Limited Share Option Scheme (the "Scheme") and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total issued share capital of the Company from time to time." | |
| [See Explanatory Note (ii)] | |
| 8. <u>AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES</u> | Resolution 9 |
| "THAT pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue and allot new shares in the capital of the Company (whether by way of rights, bonus or otherwise) 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, PROVIDED ALWAYS that:- | |
| (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 100% of the issued shares 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 does not exceed 50% of the issued shares of the Company (as calculated in accordance with sub-paragraph (ii) below); | |
| (ii) (subject to such manner of calculation as may be prescribed by the Rules of Catalist), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the issued shares of the Company at the time this Resolution is passed, after adjusting for:- | |
| (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and | |
| (b) any subsequent consolidation or subdivision of shares; and | |
| (iii) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of 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." | |
| [See Explanatory Note (iii)] | |

BY ORDER OF THE BOARD

LEE BEE FONG
COMPANY SECRETARY
SINGAPORE
15 July 2014

Explanatory Notes:-

- (i) With reference to Ordinary Resolutions 4 to 6 proposed in item 4 above, please note the following:-
- Mr Hong Seong Soo will, upon re-election as a Director, remain as the Chairman of the Audit Committee and Remuneration Committee and a member of the Nominating Committee and shall be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited. 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 of Corporate Governance 2012 (the "Code")).
- Mr Choo Siew Lohk shall, upon re-election as Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee and shall be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited. 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).
- Mr Lim Yeow Sun shall, upon re-election as Director of the Company, remain as the Executive Director of the Company. 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).
- (ii) Ordinary Resolution 8 above, if passed, will empower the Directors to issue shares pursuant to the Infinio Group Limited Share Option Scheme (the "Scheme") of up to an amount not exceeding in total 15% of the issued share capital of the Company for the time being pursuant to the exercise of the options under the Scheme. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (iii) Ordinary Resolution 9 is to empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to issue shares in the Company. The number of shares which the Directors may issue under this Resolution would not exceed 100% of the issued share capital 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. 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:-

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (ii) A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy must be deposited at the Company's registered office at 80 Robinson Road, #02-00 Singapore 068898 at least 48 hours before the time of the Meeting.

This Notice has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. ("Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this Notice. This Notice has not been examined or approved by the SGX-ST. The Sponsor 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.

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