

INFINIO GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 199801660M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

The terms and expressions not defined herein have the same meanings as ascribed to them in the Company's circular dated 17 May 2017 (the **"Circular"**).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **INFINIO GROUP LIMITED** (the **"Company"**) will be held at 28 Kallang Place #04-03 Singapore 339158 on 1 June 2017 at 3:00 p.m. for the purpose of considering, and if thought fit, passing, with or without modifications:

AS AN ORDINARY RESOLUTION

RESOLUTION NO. 1: PROPOSED DEBT CONVERSION

THAT:

- (i) the Proposed Debt Conversion be and is hereby approved;
- (ii) approval be and is hereby given to the directors of the Company to allot and issue 1,289,459,580 new ordinary Shares in the capital of the Company (**"Debt Conversion Shares"**) to the Creditors at the Debt Conversion Price of S\$0.0012 per Debt Conversion Share pursuant to the terms and subject to the conditions set out in the Debt Conversion Agreements whereby such Conversion Shares when allotted and issued shall rank *pari passu* in all respects with the then existing Shares of the Company;
- (iii) 512,959,582 Debt Conversion Shares be allotted and issued to the following persons:
 - (a) 52,083,333 Debt Conversion Shares to Andy Kun Swee Tiong;
 - (b) 39,583,333 Debt Conversion Shares to Hong Seong Soo;
 - (c) 107,083,333 Debt Conversion Shares to Lim Yeow Sun Tommy;
 - (d) 208, 208,333 Debt Conversion Shares to Oei Liang Jen Nicholas Remigius; and
 - (e) 106,001,250 Debt Conversion Shares to Advance Opportunities Fund (provided that such issue does not result in Advance Opportunities Fund and its related parties holding more than 15% of the share capital of the Company after the issue).
- (iv) the directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated above, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and approved.

RESOLUTION NO. 2: THE PROPOSED ISSUE OF THE NOTES

THAT

- (i) approval be and is hereby given to the Directors or any of them:
 - (a) to create and issue 1% unsecured equity linked redeemable structured convertible notes due 2020 (collectively, the **"Notes"** and each, a **"Note"**) with an aggregate principal amount of up to S\$20,000,000 in 4 tranches to the Subscriber, subject to the Subscription Agreement and the Conditions, such Notes to be convertible to Conversion Shares at the Conversion Price to be determined in accordance with the Conditions;
 - (b) to take such steps, make such amendments to the terms and conditions of the Notes (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters;
 - (c) to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit; and
 - (d) to facilitate any conversion of the Notes into Conversion Shares pursuant to the Conditions.
- (ii) approval be and is hereby given to the Directors or any of them to issue to the Noteholder(s), in accordance with the Conditions provided that such issue does not result in any Noteholder and its related parties holding more than 15% of the share capital of the Company after the issue:
 - (a) such number of Conversion Shares as may be required or permitted to be allotted and issued on the conversion of the Notes, to the Noteholder(s) at the time of conversion, subject to and otherwise in accordance with the Conditions, whereby such Conversion Shares when allotted and issued shall rank *pari passu* in all respects with the then existing shares of the Company, save as may be provided in the Conditions;
 - (b) on the same basis as paragraph (ii)(a) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Notes upon the adjustment of the Closing Price in accordance with the Conditions;
 - (c) such number of Conversion Shares referred to in paragraphs (ii)(a) and (ii)(b) above to the Subscriber at the time of conversion; and
- (iii) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

RESOLUTION NO. 3: THE PROPOSED DIVERSIFICATION OF THE BUSINESS OF THE GROUP TO INCLUDE THE AUTOMATED RETAIL BUSINESSES

THAT:

- (i) approval be and is hereby given for the diversification of the business of the Company to include the automated retail businesses;
- (ii) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time, any such assets, investments and shares/interests in any entity that is in the New Businesses on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such absolute discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (iii) the Directors or any of them be and are hereby authorised to exercise such absolute discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give full effect to this Resolution.

BY ORDER OF THE BOARD

LEE BEE FONG

Company Secretary

Singapore, 17 May 2017

Notes:

- a. A member of the Company entitled to attend and vote at an EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead.
- b. Where a member of the Company appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy. A proxy need not be a member of the Company.
- c. Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two proxies, the number and class of shares to be represented by each proxy must be stated.
- d. The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
- e. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's Registered Office at 80 Robinson Road #02-00 Singapore 068898 not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned meeting.
- f. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

This Notice 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 Notice including the correctness of any of the figures used, statements or opinions made.

This Notice has not been examined or approved by the Exchange and the Exchange 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. Liau H. K.
Telephone number: 6221 0271

Personal Data Privacy:

"Personal data" in this Notice of the EGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 (**"PDPA"**), which includes your and your proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. You and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.