

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

**EMPHASIS OF MATTER BY INDEPENDENT AUDITOR ON THE AUDITED FINANCIAL
STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016**

In compliance with Rule 704(4) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Section B: Rules of Catalist (“**Catalist Rules**”), the board of directors (“**Board**” or “**Directors**”) of Infinio Group Limited (the “**Company**”) wishes to announce that its Independent Auditor, Foo Kon Tan LLP, has issued its Independent Auditor's Report dated 8 September 2016 for the financial statements of the Company and its subsidiaries (the “**Group**”) for the financial year ended 31 March 2016 (“**FY2016**”) and this Independent Auditor's Report contains an emphasis of matter (“**Emphasis of Matter**”). The opinion of the Independent Auditor, however, remains unqualified.

Please refer to a copy of the aforesaid Independent Auditor's Report, together with the extract of the relevant note to the Financial Statements, annexed to this announcement for further information.

The Independent Auditors' Report and a complete set of the Group's audited financial statements for FY2016 can be found in the Company's Annual Report 2016 which will be dispatched to the Shareholders in due course.

Having reviewed the significance of the Emphasis of Matter, the Board are of the opinion that, barring unforeseen circumstances, the Group will be able to continue as a going concern for the next 12 months and that the Company's securities can and should continue to be traded on the Catalist. The basis of such opinion are:

- (1) As announced on 1 September 2016, the Company entered into a subscription agreement dated 1 September 2016 (“**Subscription Agreement**”) with Advance Opportunities Fund I (“**AOF I**”) and Advance Capital Partners Asset Management Private Limited pursuant to which the Company proposed to issue to AOFI a 1% equity-linked redeemable convertible notes due 2019 (“**Notes**”) with an aggregate principal amount of up to S\$20 million comprising 4 tranches of a principal amount of \$5 million each, comprising of Tranche 1 Notes, Tranche 2 Notes, Tranche 3 Notes and Tranches 4 Notes. Each of the Tranche 1 and Tranche 2 Notes shall comprise 20 equal sub-tranches of \$250,000 while each of the Tranche 3 and Tranche 4 Notes shall comprise 10 equal tranches of \$500,000 respectively. AOFI shall be entitled to a 1% interest per annum, calculated based on the aggregate principal amount of the Notes held and be convertible into ordinary shares in the capital of the Company (“**Shares**”) based on the terms and conditions as set out in the Subscription Agreement; and
- (2) As announced on 6 September 2016, the Company has entered into debt conversion agreements dated 6 September 2016 with certain non-trade creditors of the Company, which include, *inter alia*, certain ex-vendors of Summit Light Ventures Ltd, the current shareholders and current/ex Directors of the Company, for conversion of amounts owed by the Company of approximately S\$1.84 million into 1,536,795,833 new ordinary Shares at a conversion price of \$0.0012 per share, with the intention to reduce the debt burden of the Company without adversely affecting its cash flows.

Shareholders should note that the proposed issue of the Notes and the proposed debt conversion are subject to certain conditions precedent, including, *inter alia*, the approval from the Shareholders and the listing quotation notice from the SGX-ST, which have not been fulfilled as at the date of this announcement.

The Board confirms that all material disclosures, facts and information (including but not limited to disclosures pertaining to material operations and business of the Group, the going concern assumption, the proposed issue of the Notes and the proposed debt conversion) have been provided and announced for trading of the Company's Shares to continue and are not aware of any facts or

information or disclosures, the omission of which would make any statement in this announcement or previous announcements or disclosures misleading.

BY ORDER OF THE BOARD
INFINIO GROUP LIMITED

Lim Yeow Sun
Executive Director
8 September 2016

*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 as well as basis or assumptions for such 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.

*The contact person for the Sponsor is Mr. Liao H. K.
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