

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “SGM”) of Raffles Infrastructure Holdings Limited (the “Company”) will be held at The Chinese Swimming Club, 21 / 34 Amber Road, Singapore 439870 on 31 October 2019 at 11.00 a.m. or immediately after such time as the annual general meeting of the Company convened by the notice of annual general meeting shall have concluded for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions (the “Resolutions”) which are proposed as special resolutions.

All capitalised terms in this Notice of Special General Meeting which are not defined herein shall have the meanings ascribed to them in the circular dated 9 October 2019 (the “Circular”) issued by the Company to the Shareholders.

SPECIAL RESOLUTION

THE PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

THAT:-

- (a) approval be and is hereby given for the name “Sunny Group Limited” appearing immediately above paragraph 1 of the Memorandum of Association be deleted and replaced with the new name “Raffles Infrastructure Holdings Limited” in accordance with the Certificate of Incorporation of Change of Name.
- (b) approval be and is hereby given by deleting clause 5 in its entirety, i.e., the sentence, “The authorised share capital of the Company is US\$10,000 divided into shares of US\$1.00 each”, and replacing it with “The authorised share capital of the Company is US\$100,000,000 divided into 250,000,000 shares of US\$0.40 each”; and
- (c) the Directors and/or any of them be and are/is hereby authorised to complete and do all acts and things and sign all such documents and deeds (including approving any matters and instructing the Company Secretary) as they and/or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this special resolution.

By Order of the Board

Choo Han Kiat Eric

Executive Director and Chief Executive Officer

Date: 9 October 2019

Notes:-

- (1) A member of the Company entitled to attend and vote at the SGM of the Company is entitled to appoint one proxy or two proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company.
- (2) Where a member appoints two (2) proxies, he or she shall specify the proportion of his or her shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
- (3) The instrument appointing a proxy or proxies must be deposited at the office of the Company’s Singapore Share Transfer Agent at 80 Robinson Road, #11-02, Singapore 068898 on 29 October 2019 by 11.00 a.m. not less than forty-eight (48) hours before the SGM.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any office or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney, shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- (5) By submitting an instrument appointing a proxy or proxies and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in this Notice of SGM dated 9 October 2019.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the SGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.