

## IMPORTANT NOTICE

**NOT FOR DISTRIBUTION TO ANY U.S. PERSON (AS DEFINED IN REGULATIONS UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED) OR IN OR INTO THE UNITED STATES OF AMERICA OR TO ANY PERSON RESIDENT OR LOCATED IN THE REPUBLIC OF INDIA**

**IMPORTANT: You must read the following disclaimer before continuing.** The following disclaimer applies to the notice dated December 12, 2016 following this page (the "Notice") and you are therefore advised to read this disclaimer page carefully before accessing, reading or making any other use of the Notice. In accessing the Notice, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from 3i Infotech Limited (the "Issuer") or Deutsche Bank AG, London Branch as the tabulation and exchange agent (the "Tabulation and Exchange Agent") as a result of such access.

**NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE U.S. OR ANY OTHER JURISDICTION AND THE BONDS (AS DEFINED IN THE EXCHANGE OFFER MEMORANDUM) MAY NOT BE OFFERED OR SOLD WITHIN THE U.S. OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.**

**THE NOTICE MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER AND, IN PARTICULAR, MAY NOT BE FORWARDED TO ANY U.S. PERSON OR TO ANY U.S. ADDRESS. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE NOTICE IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.**



**Confirmation of your representation:** You have been sent the Notice at your request and on the basis that:

- (i) you are a holder of the up to US\$125,356,000 5.0 per cent. Convertible Bonds due 2017 (the "**Existing 5% Bonds**") or US\$2,435,000 4.75 per cent. Convertible Bonds due 2017 (the "**Existing 4.75% Bonds**", and together with the Existing 5% Bonds the "**Existing Bonds**"), in each case convertible into equity Shares of the Issuer, issued by the Issuer;
- (ii) you are a person to whom it is lawful to send the Exchange Offer Memorandum of the Issuer dated July 5, 2016 (the "**Exchange Offer Memorandum**"), any additional materials in connection therewith or make an invitation to participate in the Exchange Offer (each as defined in the Notice) under applicable laws;
- (iii) you: (a) have not received or been sent copies of the Exchange Offer Memorandum, the Notice or any related documents directly or indirectly, or into, or from the United States of America (the "**United States**") or by use of the mail of, or by any means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone, and the internet) of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States or for the account or benefit of, U.S. persons (as defined in Regulation S of the Securities Act); (b) are not located or resident in the United States and are not a U.S. person; (c) you are participating in the Exchange Offer in an offshore transaction in accordance with Regulation S under the Securities Act; and (d) are not an agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions with respect to the Exchange Offer from within the United States or for a U.S. person;
- (iv) if you are a resident of any EEA Member State that has implemented Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, together with any applicable implementing measures in any Member State, the "**Prospectus Directive**"), this Notice is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive;
- (v) if you are a resident or located in the Republic of Italy or are acting on behalf of persons resident in and/or located in the Republic of Italy, you are either (a) a holder of the Existing Bonds who is a qualified investor (*investitori qualificati*), pursuant to Article 100 of Legislative Decree no. 58 dated February 24, 1998, as amended (the "**Financial Services Act**"), as defined in Article 34-ter of Regulation no. 11971 dated 14 May 1999 of Commissione Nazionale delle Società e della Borsa (the Italian Securities Exchange Commission, the "**CONSOB**"), as amended from time to time ("Regulation no. 11971"); or (b) are receiving this Notice pursuant to another exemption from the requirement of Article 94 et seq. of the Financial Services Act and Regulation no. 11971, as amended;
- (vi) you are not located in Republic of India or a person resident in the Republic of India (as defined in the Foreign Exchange Management Act, 1999, as amended, read with rules and regulations made thereunder);
- (vii) if you are resident or located in Australia, you are a professional investor as defined in section 9 of the Corporations Act 2001 (Cth) or a wholesale client as defined in section 761G of the Corporations Act 2001 (Cth);
- (viii) if you are resident or located in France, you are either: (a) a qualified investor (*investisseurs qualifiés*) who is not an individual; or (b) a provider of investment services relating to portfolio management for the account of third parties (all as defined in Article L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code monétaire et financier);

- (ix) if you are resident or located in Belgium, you are a "qualified investor" referred to in Article 6, paragraph 3 of the Law of 1 April 2007 on public acquisition offers, acting on your own account;
- (x) if you are resident or located in Hong Kong, you are (a) a professional investor as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; and (b) will only receive the Exchange Offer Memorandum in circumstances which do not result in the Exchange Offer Memorandum being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance;
- (xi) if you are resident or located in Malaysia, you are a person who can receive the Exchange Offer Memorandum and materials in connection therewith within the conditions specified in Schedules 6 and 7 of the Capital Markets and Services Act 2007;
- (xii) if you are resident or located in the Philippines you are a person whose receipt of the Exchange Offer Memorandum and materials in connection therewith constitutes an exempt transaction under the Securities Regulation Code (Republic Act No. 8799);
- (xiii) you are outside Singapore or, if you are resident or located in Singapore, you are a holder of Existing Bonds and you acknowledge that the Exchange Offer Memorandum and the Notice have not been registered as a prospectus with the Monetary Authority of Singapore and are only made available to holders of Existing Bonds. Accordingly, you undertake not to circulate or distribute the Exchange Offer Memorandum, this Notice or any offering document or material in relation to the Bonds to any persons in Singapore and not to offer or sell or make the subject of an invitation for subscription or purchase, whether directly or indirectly, the Bonds to any persons in Singapore other than pursuant to, and in accordance with the conditions of, an exemption under any provision of Subdivision (4) of Division 1 of Part XIII of the SFA, other than an exemption under Section 280 of the SFA;
- (xiv) if you are resident or located in Spain, you are a qualified investor ("**Inversores Cualificados**") as defined in article 39 of the Spanish Royal Decree 1310/2005 of 4 November 2005 or you have received this Notice and if received, you will receive the Exchange Offer Memorandum pursuant to and in compliance with Law 24/1988, as amended, Royal Decree 1310/2005 and any regulation issued thereunder;
- (xv) you have not acquired this Notice and will not acquire Exchange Offer Memorandum or the Notice in Switzerland other than lawfully on a private placement basis;
- (xvi) if you are resident or located in the United Kingdom, you are either (a) a person falling within the definition of investment professional (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**")); or (b) a high net worth entity as defined in the Order or another person to whom the offer may lawfully be communicated falling within Article 49(2)(a) to (e) of the Order; or (c) a person falling within Article 43 of the Order;
- (xvii) you are either an institutional investor as defined under Section 4A(1) of the SFA, a relevant person as defined under Section 275(2) of the SFA or a person to whom an offer may be made pursuant to Section 275(1A) of the SFA (or such equivalent terms in the relevant jurisdictions where the Bonds are subscribed); and
- (xviii) you consent to delivery of the materials in connection with the Exchange Offer Memorandum by electronic transmission to you.

The Notice has been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Issuer, the Tabulation and Exchange Agent, the Existing Bonds, Trustee, the Trustee or any person who



controls, or any director, officer, employee, agent or affiliate of, any such person accepts any liability or responsibility whatsoever in respect of any difference between the Notice distributed to you in electronic form and the hard copy version available to you on request from the Issuer or the Tabulation and Exchange Agent.

You are otherwise reminded that the Notice has been sent to you on the basis that you are a person into whose possession the Notice may be lawfully delivered in accordance with the laws of the jurisdiction in which you are resident and/or located and you may not, nor are you authorised to, deliver the Notice to any other person. The Notice should not be distributed, published or reproduced (in whole or in part) or disclosed to any other persons and is, and its contents are, confidential.

**Restrictions:** Nothing in this electronic transmission constitutes an offer to buy, or a solicitation of an offer to sell, securities to U.S. persons or in the United States, the Republic of India or any other jurisdiction in which such offer or solicitation would be unlawful. The Existing Bonds and the Bonds (as defined in the Exchange Offer Memorandum) which are the subject of the Exchange Offer Memorandum and the Notice have not been registered under the Securities Act or the securities laws of any state of the United States or any other jurisdiction.

The distribution of the Exchange Offer Memorandum and the Notice in certain jurisdictions may be restricted by law. Persons into whose possession the Exchange Offer Memorandum or the Notice comes are required by the Issuer and the Tabulation and Exchange Agent to inform themselves about, and to observe, any such restrictions.

**You are responsible for protecting against viruses and other destructive items:** Your receipt of this electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.



Notice dated December 12, 2016

Not for distribution to or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act of 1933, as amended) or in or into the United States or to any person resident or located in the Republic of India.

Deutsche Trustee Company Limited, as Existing Bonds Trustee and GLAS Trust Corporation Limited as Trustee, have not been involved with the formulation of the Exchange Offer, have not reviewed or approved this notice, the Exchange Offer Memorandum or the terms of the Exchange Offer and, in accordance with usual practice, express no opinion on the merits of the Exchange Offer.

### **3i INFOTECH LIMITED**

(the "Company")

#### **NOTICE**

in connection with the Issuer's  
**Invitation to Holders of up to US\$125,356,000**  
**U.S. dollar-denominated 5.0 per cent. Convertible Bonds due 2017 of the Issuer convertible into**  
**ordinary shares of the Issuer**

**ISIN: XS0769181982**  
**Common Code: 076918198**  
(the "Existing 5% Bonds")

and

**Invitation to Holders of US\$2,435,000**

**U.S. dollar-denominated 4.75 per cent. Convertible Bonds due 2017 of the Issuer**  
**convertible into ordinary shares of the Issuer**

**ISIN: XS0308551166**  
**Common Code: 030855116**  
(the "Existing 4.75% Bonds" and, together with the Existing 5% Bonds, the "Existing Bonds")

to offer to exchange any or all of such Existing Bonds

for

U.S. dollar-denominated 2.5 per cent. (accruing from April 1, 2016 and only on the interest bearing portion of each bond) Convertible Bonds due 2025 of the Issuer (the "Bonds") which bonds are proposed to be listed on the SGX-ST

The Company hereby announces that settlement of the Exchange Offer described in its Exchange Offer Memorandum, dated July 5, 2016 (the "Exchange Offer Memorandum"), has occurred on December 9, 2016. Capitalised terms used in this Notice and not otherwise defined herein have the meanings given to such terms in the Exchange Offer Memorandum.

The Company has accepted an aggregate principal amount of US\$64,895,000 Existing 5% Bonds and US\$400,000 Existing 4.75% Bonds for exchange in the Exchange Offer. The Company has issued US\$42,441,750 aggregate principal amount of Bonds in exchange for the Existing Bonds offered for Exchange.



**3i Infotech Limited**