



(Company Registration No. 199304568R)  
(Incorporated in Singapore with limited liability)  
**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of S i2i Limited (the "Company") will be held at 10, Eunus Road 8, Singapore Post Centre, Singapore 408600 on Thursday, 30 April 2015 at 11.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to the Articles of Association of the Company:  
Mr. Thomas Henrik Zilliacus (Retiring under Article 104) **(Resolution 2)**  
Mr. Ashok Kumar Goyal (Retiring under Article 108) **(Resolution 3)**  
Mr. Maneesh Tripathi (Retiring under Article 108) **(Resolution 4)**  
[See Explanatory Note (i)]  
Mr. Thomas Henrik Zilliacus will, upon re-election as Director of the Company, remain as Chairman of the Nominating and Remuneration Committee and a member of the Audit Committee and will be considered independent.  
Mr. Ashok Kumar Goyal will, upon re-election as Director of the Company, remain as member of the Nominating Committee, Remuneration Committee and Audit Committee and will be considered non-independent.
- To approve the payment of Director's fees of S\$216,000 for year ended 31 December 2014 (FY2013: S\$310,194) **(Resolution 5)**
- To re-appoint Moore Stephens LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

**6. Authority to issue shares**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

- (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,  
provided that:
  - the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
    - new shares arising from the conversion or exercise of any convertible securities;
    - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
    - any subsequent bonus issue, consolidation or subdivision of shares;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and
  - unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

**(Resolution 7)**

**7. Authority to issue shares under the 1999 S i2i Employees' Share Option Scheme II**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the prevailing 1999 S i2i Employees' Share Option Scheme II (the "ESOS II"), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the ESOS II, S i2i Restricted Share Plan, S i2i Performance Share Plan and the 2014 Employee Stock Option Plan collectively shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

**(Resolution 8)**

**8. Authority to issue shares under the S i2i Restricted Share Plan**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to grant awards under the prevailing S i2i Restricted Share Plan (the "RSP") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the terms and conditions under the RSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the RSP, 1999 S i2i Employees' Share Option Scheme II, S i2i Performance Share Plan and the 2014 Employee Stock Option Plan collectively shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

**(Resolution 9)**

**9. Authority to issue shares under the S i2i Performance Share Plan**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to grant awards under the prevailing S i2i Performance Share Plan (the "PSP") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the terms and conditions under the PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the PSP, 1999 S i2i Employees' Share Option Scheme II, S i2i Restricted Share Plan and the 2014 Employee Stock Option Plan collectively shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)]

**(Resolution 10)**

**10. Authority to issue shares under the 2014 Employee Stock Option Plan**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to grant options under the prevailing 2014 Employee Stock Option Plan (the "2014 ESOP") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the terms and conditions under the 2014 ESOP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the 2014 ESOP, 1999 S i2i Employees' Share Option Scheme II, S i2i Restricted Share Plan and S i2i Performance Share Plan collectively shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (vi)]

**(Resolution 11)**

**11. Proposed Share Consolidation**

That with effect from the date to be determined by the Directors of the Company and pursuant to the Articles of Association of the Company, approval be and is hereby given:

- for the proposed consolidation of every 400 Existing Shares held by Shareholders ("Proposed Share Consolidation") as at a books closure date to be determined by the Directors in their absolute discretion ("Books Closure Date") into one (1) Consolidated Share on the terms and in the manner set out in the circular to Shareholders dated 15 April 2015 pursuant to which upon completion of the Proposed Share Consolidation, the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share;
- any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and where the Directors, in their absolute discretion, decide to cancel the aggregated fractions of Consolidated Shares arising from the Proposed Share Consolidation, affected Shareholders will not be paid for such fractional shares cancelled and not issued;
- the Directors of the Company be authorised to fix the Books Closure Date and the date on which the Shares will trade on the SGX-ST in board lots of 100 Consolidated Shares in their absolute discretion as they deem fit; and
- the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give effect to this resolution and the Proposed Share Consolidation.

*Capitalised terms used for this Ordinary Resolution No. 12 above which are not defined herein shall have the same meanings ascribed to them in the Circular dated 15 April 2015 to the shareholders of the Company.*

[See Explanatory Note (vii)]

**(Resolution 12)**

By Order of the Board

**Kim Yi Hwa**  
Company Secretary  
Singapore, 15 April 2015

**Explanatory Notes:**

- The Ordinary Resolutions 2, 3 and 4 in item 2 above will be individually proposed at the Annual General Meeting. The Ordinary Resolution 2 is for the re-election of a Director of the Company who retires by rotation at the Annual General Meeting. The Ordinary Resolutions 3 and 4 are for the re-election of a Director of the Company who joined the Board of Directors of the Company on 27 March 2015, after the last Annual General Meeting. For more information on the respective Directors, please refer to the "Board of Directors" section and pages 8 to 9 in the Annual Report 2014. There are no material relationships (including immediate family relationships) between Mr. Thomas Henrik Zilliacus, Mr. Ashok Kumar Goyal, Mr. Maneesh Tripathi and the other Director or the Company.
- The Ordinary Resolution 7 in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.  
For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 8 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted pursuant to the ESOS II, provided always that the aggregate number of ordinary shares to be issued and issuable in respect of the ESOS II, S i2i Restricted Share Plan, S i2i Performance Share Plan and the 2014 Employee Stock Option Plan collectively, shall not exceed fifteen per centum (15%) of the total number of issued shares, excluding treasury shares, in the capital of the Company from time to time.
- The Ordinary Resolution 9 in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the grant of awards under the RSP, provided always that the aggregate number of shares to be issued and issuable in respect of the RSP, 1999 S i2i Employees' Share Option Scheme II, S i2i Performance Share Plan and the 2014 Employee Stock Option Plan collectively, shall not exceed fifteen per centum (15%) of the total number of issued shares, excluding treasury shares, in the capital of the Company from time to time.
- The Ordinary Resolution 10 in item 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the grant of awards under the PSP, provided always that the aggregate number of shares to be issued and issuable in respect of the PSP, 1999 S i2i Employees' Share Option Scheme II, S i2i Restricted Share Plan and the 2014 Employee Stock Option Plan collectively, shall not exceed fifteen per centum (15%) of the total number of issued shares, excluding treasury shares, in the capital of the Company from time to time.
- The Ordinary Resolution 11 in item 10 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the grant of awards under the 2014 ESOP, provided always that the aggregate number of shares to be issued and issuable in respect of the 2014 ESOP, 1999 S i2i Employees' Share Option Scheme II, S i2i Restricted Share Plan and S i2i Performance Share Plan collectively, shall not exceed fifteen per centum (15%) of the total number of issued shares, excluding treasury shares, in the capital of the Company from time to time.
- The Ordinary Resolution 12 in item 11 above is to approve the proposed consolidation of every 400 existing shares into one (1) consolidated share as at the Book Closure Date, the terms and details of which are set out in the Circular dated 15 April 2015 to the shareholders of the Company. Capitalised terms used for this Ordinary Resolution 12 above which are not defined in the resolution shall have the same meanings ascribed to them in the Circular dated 15 April 2015 to the shareholders of the Company.

**Notes:**

- A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

**Personal data privacy:**

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