

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (“EGM”) of Infinio Group Limited (the “Company”) will be convened at Meyer & Frankel Rooms, Level 3 of Grand Mercure Singapore Roxy 50 East Coast Road, Roxy Square, Singapore 428769, on 28 March 2018 at 3.00 p.m., for the purpose of considering and, if thought fit, resolving to pass with or without any modifications the following resolutions:

All references to the Circular in this Notice of Extraordinary General Meeting shall mean the Company’s circular to Shareholders dated 6 March 2018 (“Circular”). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE PROPERTY BUSINESS

THAT:-

- (a) approval be and is hereby given for the proposed diversification of the Company’s core business to include:
- (i) property development activities including acquisition, development and/or sale of residential, hospitality, commercial (retail and office), industrial and any other types of properties (including mixed development properties) (“Property Related Assets”);
 - (ii) specialist construction services such as prefabricated and precast manufacturing, piling, civil engineering, and infrastructure works;
 - (iii) holding of Property Related Assets as long-term investment for the collection of rent and capital growth potential;
 - (iv) management of Property Related Assets and projects, including provision of property management-related services and facilities; and
 - (v) buying and selling of Property Related Assets with yield accretive and/or capital growth potential
- (collectively, the “Property Business”).
- (b) the Group 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 Property Business 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 discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby 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.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION

THAT contingent upon the passing of Ordinary Resolution 1,

- (a) approval be and is hereby given for the proposed acquisition of the property on a single land lot 3462W of Mukim 23 and located at No. 6 Kim Chuan Terrace Singapore 537029, in accordance with the terms and conditions of the option to purchase granted by Hup Heng Enterprise Company Tte Ltd, the vendor of the property to the Company; and
- (b) the Directors or any of them be and are hereby 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.

ORDINARY RESOLUTION 3: THE PROPOSED RIGHTS ISSUE

THAT the renounceable and non-underwritten rights issue of up to 3,781,145,730 new ordinary shares in the capital of the Company (the “Rights Shares”), at an issue price of S\$0.007 for each Rights Share, on the basis of one (1) Rights Share for every one (1) existing ordinary share in the capital of the Company (each, a “Share”) held by entitled shareholders of the Company (“Shareholders”) as at the Books Closure Date (as defined below), fractional entitlements to be disregarded (the “Rights Issue”), be and is hereby approved, and authority be and is hereby given to the directors of the Company (“Directors”):

- (a) to undertake the Rights Issue in the manner as set out in the Circular and to provisionally allot and issue up to 3,781,145,730 Rights Shares, at an issue price of S\$0.007 for each Rights Share, on the basis of one (1) Rights Share for every one (1) existing Share held as at a date and time to be determined by the Directors for the purpose of determining the entitlements of Shareholders under the Rights Issue (the “Books Closure Date”), fractional entitlements to be disregarded, and on such other terms and conditions as the Directors may determine, including, if the Directors so deem fit, the following terms:
- (i) that the provisional allotments of the Rights Shares under the Rights Issue shall be made on a renounceable basis to Shareholders with registered addresses in Singapore (as set out in the Company’s Register of Members and/or Depository Register or the records of The Central Depository (Pte) Limited (“CDP”), as the case may be) as at the Books Closure Date or who have, at least three (3) Market Days (as defined in the Company’s circular to Shareholders dated 6 March 2018 (the “Circular”)) prior to the Books Closure Date, provided to the Company or CDP, as the case may be, addresses in Singapore for the service of notices and documents;
 - (ii) that no provisional allotment of the Rights Shares shall be made in favour of, and no provisional allotments, application forms or other documents in respect thereof shall be issued or sent to, Shareholders who, as at the Books Closure Date, do not have registered addresses in Singapore (as set out in the Company’s Register of Members and/or Depository Register or the records of CDP, as the case may be) and who have not, at least three (3) Market Days prior to the Books Closure Date, provided to the Company or CDP, as the case may be, addresses in Singapore for the service of notices and documents (“Foreign Shareholders”);
 - (iii) that the entitlements to the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit, including without limitation to be sold “nil-paid” on the Singapore Exchange Securities Trading Limited and the net proceeds, if any, will be dealt in accordance with the terms set out in the offer information statement to be issued by the Company in respect to the Rights Issue;
 - (iv) no provisional allotments of Rights Shares shall be made in favour of Shareholders other than Entitled Shareholders;
 - (v) that the Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the Record Date for which falls on or before the date of issue of the Rights Shares;
- (b) to aggregate and allot the entitlements to the Rights Shares not taken up or allotted for any reason or which represent fractional entitlements disregarded in accordance with the terms of the Rights Issue to satisfy excess applications for the Rights Shares or otherwise dispose of or deal with the same in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit; and
- (c) to complete and do such acts and things as may be required in connection with or pursuant to the abovementioned matters (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Rights Issue, and the issue of the Rights Shares), and to make such amendments to the terms and conditions of the Rights Issue and to take such other steps and to exercise such discretion for and on behalf of the Company as they may deem necessary or desirable to implement, perfect or give effect to the above and to the transactions contemplated hereunder.

ORDINARY RESOLUTION 4: THE PROPOSED RENEWAL OF SHARE ISSUE MANDATE

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Section B: Rules of Catalyst (“Catalist Rules”), the Directors of the Company be authorised and empowered to:

- (a) (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, provided) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company of which the aggregate number of shares to be issued other than *pro rata* basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (b));
 - (ii) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) 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:
 - (A) new shares arising from the conversion or exercise of convertible securities;
 - (B) 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
 - (C) any subsequent bonus issue, consolidation or subdivision of shares.
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (d) 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.

SPECIAL RESOLUTION 1: THE PROPOSED CHANGE IN THE NAME OF THE COMPANY TO “RICH CAPITAL HOLDINGS LIMITED”

THAT:-

- (a) approval be and is hereby given to the Company to change its name from “Infinio Group Limited” to “Rich Capital Holdings Limited” and that the name “Rich Capital Holdings Limited” be substituted for “Infinio Group Limited” wherever the latter name appears in the Company’s Constitution; and
- (b) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all documents as may be required, to approve any amendments, alterations or modifications to any documents and, to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they/he/she may consider necessary, desirable or expedient to give effect to this Resolution.

BY ORDER OF THE BOARD

Lee Bee Fong

Company Secretary

Singapore

6 March 2018

Notes:

- (1) Unless otherwise permitted under the Companies Act, Chapter 50 of Singapore (the “Companies Act”), a member of the Company entitled to attend and vote at the EGM may appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his shareholding and any second named proxy no percentage he deemed to be an alternate to the first named proxy.
- (3) A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two (2) proxies. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or of 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 signed on its behalf by an officer or attorney duly authorised in writing.
- (5) Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (6) The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 not less than forty-eight (48) hours before the time appointed for holding the EGM.
- (7) Shareholders who have used their CPF account savings to buy shares in the capital of the Company and who wish to attend the Extraordinary General Meeting as observers are to register with their respective CPF agent banks.
- (8) The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
- (9) The resolutions put to vote at the EGM shall be decided by way of poll.

PERSONAL DATA PRIVACY

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 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 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 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.