



## INFORMATICS EDUCATION LTD.

(Company Registration Number: 198303419G)  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-First Annual General Meeting of INFORMATICS EDUCATION LTD. (the "Company") will be held at Carlton Hotel Singapore, Empress Ballroom 5, Level 2, 76 Bras Basah Road, Singapore 189558 on 25 July 2014 at 2.00 p.m. to transact the following business:

#### As Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To approve the payment of Directors' Fees of S\$160,000 for the financial year ended 31 March 2014 (2013: S\$160,000). **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:  
Mr Loi Hai Poh (Article 75) **(Resolution 3)**  
Dato' Robin Tan Yeong Ching (Article 71) **(Resolution 4)**  
Ms Mae Ho Seok Khen (Article 71) **(Resolution 5)**
- To pass the following resolution:-  
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr. Ung Gim Sei be re-appointed as a Director of the Company to hold office until the next Annual General Meeting." (See Explanatory Note (a)). **(Resolution 6)**
- To re-appoint Ernst & Young LLP as Auditors of the Company for the financial year ending 31 March 2015 and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other business that may be transacted at an Annual General Meeting of which due notice shall have been given.

#### As Special Business

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

- General Mandate to Directors to issue Shares**  
"That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:
  - (1) (a) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise, and / or  
(b) make or grant offers, agreements or options that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, "Instruments"),  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
  - (2) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority 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 Instruments made or granted pursuant to this Resolution) (the "Share Issues") does not exceed 50% of the total number of the issued Shares (excluding treasury Shares) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution and any adjustment effected under any relevant Instrument) shall not exceed 20% of the total number of issued Shares (excluding treasury Shares) (as calculated in accordance with paragraph (ii) below); and
    - (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 (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares) at the time this Resolution is passed, after adjusting for:
      - (a) new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting as at the time this Resolution is passed; and
      - (b) any subsequent bonus issue or consolidation or subdivision of shares;
    - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and  
  
(unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 the earlier. (See Explanatory Note (b)) **(Resolution 8)**

#### BY ORDER OF THE BOARD

Ms Leow Poh Leng / Ms Lo Swee Di  
Company Secretaries  
Singapore, 9 July 2014

#### Explanatory Notes:

- (a) Mr. Ung Gim Sei will, upon his re-appointment as a Director of the Company, remain as the Chairman of the Audit & Risk Management Committee and Nominating Committee and member of the Remuneration and Strategic Human Resource Committee. He is considered an Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST. For more information on Mr Ung Gim Sei, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2014.
- (b) Resolution 8, if passed, will empower the Directors to issue Shares and/or to issue Shares and Instruments of the Company up to a number not exceeding 50% of the total number of issued Shares (excluding treasury Shares) of which up to 20% may be issued other than on a pro rata basis to shareholders. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The total number of issued Shares (excluding treasury Shares) is based on the Company's total number of issued Shares (excluding treasury Shares) at the time that Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, or the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when that Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

#### Notes:

- The Chairman of this Annual General Meeting will be exercising his right under Article 56 of the Company's Articles of Association to demand a poll in respect of each of the resolutions to be put to the vote of members at the annual general meeting and at any adjournment thereof. Accordingly, each resolution at the annual general meeting will be voted on by way of a poll.
- A member entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his place. A proxy need not be a member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its seal or the hand of its duly authorised officer or attorney.
- The instrument of proxy must be deposited at the registered office of the Company at **133 Middle Road #05-01, BOC Plaza, Singapore 188974 (Attention: Company Secretary)** at least 48 hours before the time of the 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 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.