

CIRCULAR DATED 5 MAY 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular, the notice of Extraordinary General Meeting and the attached proxy form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company by physical share certificate(s), you should immediately forward this Circular, the notice of Extraordinary General Meeting and the attached proxy form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company’s Sponsor, SAC Capital Private Limited (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Ong Hwee Li (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.



YINDA INFOCOMM LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201506891C)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO BAKER TILLY TFW LLP

Important Dates and Times:

Last date and time for lodgement of Proxy Form : 25 May 2020, 3.30 pm

Date and time of Extraordinary General Meeting : 28 May 2020, 3.30 pm

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DEFINITIONS

The following definitions apply throughout in this Circular except where the context otherwise requires or otherwise stated:

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	Annual General Meeting of the Company
“Auditors”	:	The auditors of the Company as appointed from time to time
“Baker Tilly”	:	Baker Tilly TFW LLP
“Audit Committee”	:	The audit committee of the Company as at the date of this Circular
“Board”	:	The board of directors of the Company as at the date of this Circular
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 5 May 2020
“Companies Act”	:	Companies Act (Chapter 50) of Singapore, as may be amended, modified or supplemented from time to time
“Company”	:	Yinda Infocomm Limited
“Constitution”	:	The constitution of the Company, as amended, modified or supplemented from time to time
“Director(s)”	:	The director(s) of the Company as at the date of this Circular, and from time to time, as the case may be
“EGM”	:	The Extraordinary General Meeting of the Company to be convened and held on 28 May 2020 at 3.30 pm
“EY”	:	Ernst & Young LLP
“FY”	:	A financial year ended or ending 31 May
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	4 May 2020, being the latest practicable date prior to the printing of this Circular
“Live EGM Webcast”	:	The EGM to be held by way of electronic means on 28 May 2020 at 3.30 pm
“Notice of EGM”	:	The notice of the EGM which is set out on pages N-1 to N-3 of this Circular
“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from EY to Baker Tilly
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular

DEFINITIONS

<i>“Register of Members”</i>	:	The register of members of the Company
<i>“SFA”</i>	:	The Securities and Futures Act, Cap. 289, of Singapore, as may be amended, modified, or supplemented from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Shareholders”</i>	:	Persons who are registered as holders of the Shares in the Register of Members of the Company except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors whose Securities Accounts are credited with Shares
<i>“Shares”</i>	:	Ordinary shares in the capital of the Company
<i>“Substantial Shareholders”</i>	:	A person who has an interest or interests in one or more voting Shares in the Company, and the votes attached to that Share, or those Shares, is not less than 5.0% of the total votes attached to all the voting Shares in the Company
<i>“S\$” and “cents”</i>	:	Singapore dollars and cents, respectively
<i>“%”</i>	:	Per centum or percentage

The terms *“Depositor”*, *“Depository Agent”* and *“Depository Register”* shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA.

The terms *“treasury shares”* and *“subsidiary”* shall have the meanings ascribed to them in Section 4 and Section 5 of the Companies Act, respectively.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA, the Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

YINDA INFOCOMM LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201506891C)

Directors:

Song Xingyi (Non-Executive and Non-Independent Chairman)
Shao Lifang (Executive Director)
Henry Tan Song Kok (Lead Independent Director)
Tang Qun (Independent Director)
Cheam Heng Haw, Howard (Independent Director)

Registered Office:

5008 Ang Mo Kio
Avenue 5, #04-07
Techplace II,
Singapore 569874

5 May 2020

To: The Shareholders of Yinda Infocomm Limited

Dear Sir/Madam,

THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO BAKER TILLY TFW LLP

1. INTRODUCTION

The Board is proposing to convene an EGM to seek approval from Shareholders for the Proposed Change of Auditors.

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Change of Auditors and the rationale thereof, and to seek Shareholders' approval at the EGM to be held via a Live EGM Webcast on 28 May 2020 at 3.30 pm. The Notice of EGM is set out on page N-1 of this Circular.

The SGX-ST takes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained in this Circular.

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Background and Rationale for the Proposed Change of Auditors

On 21 April 2020, the Board announced the Company's intention to change its Auditors from EY to Baker Tilly.

The Company's existing Auditors, EY, has served as Auditors of the Group since its listing on Catalist and has carried out 4 consecutive audits since FY2016. EY was re-appointed as Auditors at the last AGM of the Company held on 26 September 2019 to hold office until the conclusion of the next AGM of the Company.

As part of the Group's ongoing efforts to manage its overall business costs and expenses amidst the challenging business climate, the Board is of the view that it would be an opportune time to review the appointment of the Auditors as the review would provide the Group an opportunity to benchmark its audit fees and realise cost efficiencies.

Following an evaluation of the proposals from various audit firms which have experience in auditing public listed companies in Singapore, the Board, in consultation with the Audit Committee, and taking into consideration the requirements of Rule 712 and Rule 715 of the Catalist Rules, has determined that Baker Tilly is best suited to meet the existing needs and audit requirements of the Group. The Audit Committee having considered, *amongst others*, the Audit Quality Indicators

LETTER TO SHAREHOLDERS

Disclosure Framework issued by ACRA, the adequacy of the resources and experience of Baker Tilly and the audit engagement partner assigned to the audit, other audit engagements of Baker Tilly, the Group's audit requirements, the size and complexity of the Group and the number and experience of supervisory and professional staff of Baker Tilly to be assigned to the audit, the fee structure and audit arrangements proposed by Baker Tilly, is of the opinion that Baker Tilly will be able to meeting the audit requirements of the Group. The Proposed Change of Auditors will allow the Group to save approximately S\$50,000 in audit fees in comparison to the audit fees incurred by the Group for FY2019.

In view of the above, the Board is of the opinion that the Proposed Change of Auditors is in the best interests of the Company and the Shareholders because the quantum of professional fees for the audit services proposed by Baker Tilly is more competitive in comparison to that charged by EY, given a comparable scope of work provided.

In connection with the above, EY had on 2 April 2020 applied to ACRA to seek its consent to resign as Auditors. On 17 April 2020, the Company received the resignation letter from EY ("**Written Statement**"), stating that it has received ACRA's consent to resign as Auditors. Pursuant to Section 205AC(1) of the Companies Act, a copy of the Written Statement has been despatched to Shareholders on 21 April 2020 and a copy is set out in the Appendix to this Circular.

Baker Tilly has given its consent to act as Auditors by way of a letter dated 20 April 2020, subject to the approval of Shareholders being obtained at the EGM. Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the appointment of Baker Tilly as Auditors in place of EY must be specifically approved by Shareholders at a general meeting. The appointment of Baker Tilly would therefore take effect upon the approval of the same by Shareholders at the EGM. Upon the appointment, Baker Tilly will hold office until the conclusion of the next AGM of the Company.

The Directors would like to highlight that the Proposed Change of Auditors is in no way the result of any disagreement. The Directors wish to express their appreciation for the past services rendered by EY.

2.2 Information on Baker Tilly

The information on Baker Tilly provided below was provided to the Company by Baker Tilly and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Baker Tilly TFW LLP is a firm of Chartered Accountants in Singapore registered with ACRA. It is one of the top 10 largest accounting and business advisory firms in Singapore and has 17 partners and staff strength of about 290. It has significant experience acting as auditors for companies listed on the SGX-ST. Baker Tilly TFW LLP is an independent member of Baker Tilly International, which is globally the 10 largest accounting and business advisory network by combined revenue and with member firms in more than 145 territories.

For more information about Baker Tilly TFW LLP, please visit its website at – www.bakertilly.sg.

For the audit of the Group, the audit engagement team will comprise at least the following professionals: one (1) audit associate, one (1) senior audit associate, one (1) audit senior, one (1) audit manager and one (1) audit engagement partner. In addition, the audit of the Group will also be reviewed by an independent engagement quality control review partner.

2.3 Information on the Audit Engagement Partner

The information on the audit engagement partner provided below was provided to the Company by Baker Tilly and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

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Mr Lim Kok Heng will be the audit engagement partner assigned to the audit of the Company and its subsidiaries. Mr Lim Kok Heng is a practising member of Institute of Singapore Chartered Accountants and a public accountant registered with ACRA.

Mr Lim Kok Heng has over 15 years audit experience with international public accounting firms in Singapore and Malaysia. His experience in listed companies from various industries includes investment holdings, telecommunications, real estate, construction and manufacturing. In addition, Mr Lim Kok Heng has been involved in external audits in various industries such as agricultural, commodities, retails, professional firms, shipping and logistics services with operations in various geographical locations including the People's Republic of China, Hong Kong, Vietnam, Malaysia, New Zealand, Australia, Ukraine and Israel.

Mr Lim Kok Heng is currently the engagement partner of several Singapore listed companies with operations in various geographical locations including the People's Republic of China, Hong Kong and Singapore.

Mr Lim Kok Heng has not been subjected to the Practise Monitoring Programme review by ACRA since he was appointed partner at Baker Tilly in 2013. Baker Tilly had undergone the review in 2018 and all audit engagement partners selected for the review received no adverse feedback.

2.4 Compliance with Rules 712 and 715 of the Catalist Rules

2.4.1 Requirements pursuant to Rule 712 of the Catalist Rules

The Audit Committee, after having reviewed and deliberated, and after taking into consideration the suitability and independence of Baker Tilly in meeting the audit requirements of the Group, the various factors as set out in Sections 2.1, 2.2 and 2.3 of this Circular, has recommended the Proposed Change of Auditors for approval by the Board.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (i) EY has confirmed by way of a letter dated 17 April 2020 that it is not aware of any professional reasons why Baker Tilly should not accept appointment as Auditors (the "**Professional Clearance Letter**");
- (ii) the Company confirms that there were no disagreements with EY on accounting treatments within the last twelve (12) months up to the date of their resignation, being 17 April 2020;
- (iii) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
- (iv) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 above. The Proposed Change of Auditors is neither due to the dismissal of EY nor EY declining to stand for election; and
- (v) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of Baker Tilly as Auditors.

2.4.2 Requirements pursuant to Rule 715 of the Catalist Rules

Following Shareholders' approval of the Proposed Change of Auditors, Baker Tilly will become the

LETTER TO SHAREHOLDERS

Auditors of the Company and its Singapore-incorporated subsidiary. Member firms of Baker Tilly International will be appointed to conduct an audit of the Company's significant subsidiaries in Thailand, Philippines and Malaysia for the purpose of the consolidation of the financial statements of the Group. As at date of this Circular, the Company has no significant associated companies.

In view of the above, the Directors confirm that Rule 715 of the Catalist Rules is complied with.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 Directors' Interests

The interests of the Directors, direct or indirect, in the Shares as extracted from the Company's Register of Directors' Shareholdings, as at the Latest Practicable Date, are as set out below:

Directors	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Song Xingyi	-	-	120,437,180 ⁽¹⁾	79.23
Shao Lifang	-	-	-	-
Henry Tan Song Kok	-	-	-	-
Tang Qun	-	-	-	-
Cheam Heng Haw, Howard	-	-	-	-

Notes:

- (1) Song Xingyi is deemed to be interested in the 120,437,180 Shares held by Yinda Pte. Ltd., representing 79.23% of the Company's issued and paid-up share capital.

3.2 Substantial Shareholders' Interests

The interests of the Substantial Shareholders, direct or indirect, in the Shares as extracted from the Company's Register of Substantial Shareholders, as at the Latest Practicable Date, are as set out below:

Names of Substantial Shareholders	No. of shares registered in the name of Substantial Shareholder or nominees	No. of shares in which Substantial Shareholders are deemed to be interested	Percentage of issued Shares ⁽³⁾	
			Total	
Yinda Pte. Ltd.	120,437,180	-	120,437,180	79.23
Shanghai Yinda Science and Technology Industrial Co Ltd	-	120,437,180 ⁽¹⁾	120,437,180	79.23
Shanghai Yinda Technology Group Co Ltd	-	120,437,180 ⁽¹⁾	120,437,180	79.23
Song Xingyi	-	120,437,180 ⁽¹⁾	120,437,180	79.23
Wang Hua	-	120,437,180 ⁽¹⁾	120,437,180	79.23
Wang Zhijun	-	120,437,180 ⁽¹⁾	120,437,180	79.23
Dato' Abdul Rahman Bin Yusof	-	8,098,000 ⁽²⁾	8,098,000	5.33

Notes:

- (1) Yinda Pte. Ltd. is wholly owned by Shanghai Yinda Science and Technology Industrial Co Ltd ("**Shanghai Yinda**"). Shanghai Yinda is in turn held by Shanghai Yinda Technology Group Co Ltd ("**Shanghai Yinda Group**") (68%), Song Xingyi (32%). Shanghai Yinda Group is in turn held by Song Xingyi (52%), Wang Hua (34%), Wang Zhijun (14%). Song Xingyi is the spouse of Wang Zhijun and mother of Wang Hua. The above-mentioned shareholders are deemed to have an interest in 120,437,180 shares held by Yinda Pte. Ltd. by virtue of Section 7 of the Companies Act.
- (2) Dato' Abdul Rahman Bin Yusof is deemed to have an interest in 7,448,000 shares held by CMC Engineering Sdn. Bhd. and 500,000 shares held by Ray Venture Inc (through its nominee, Citibank Nominees Singapore Pte Ltd), by virtue of Section 7 of the Companies Act. He is also deemed to be interested in 150,000 shares held by his wife, Adilah Binti Abdullah (through her nominee, CIMB Securities (Singapore) Pte Ltd by virtue of Section 7 of the Companies Act.

LETTER TO SHAREHOLDERS

- (3) The percentage of issued share capital are calculated based on 152,000,000 issued shares in the capital of the Company as at 16 August 2019.

Save for their respective interests in the Company, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Auditors.

4. AUDIT COMMITTEE'S RECOMMENDATIONS

The Audit Committee has reviewed the Proposed Change of Auditors and recommended the appointment of Baker Tilly as Auditors in place of EY, after taking into account the suitability and independence of Baker Tilly to meet the audit requirements of the Group, the various factors set out in Section 2 of this Circular and compliance with the requirements of the Catalist Rules.

5. DIRECTORS' RECOMMENDATIONS

The Directors, having reviewed, among other things, the rationale for the Proposed Change of Auditors, the recommendation of the Audit Committee and other information set out in paragraph 2 of the Circular, are of the view that the Proposed Change of Auditors is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Proposed Change of Auditors at the EGM.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page N-1 of this Circular, will be held via a Live EGM Webcast on 28 May 2020 at 3.30 pm for the purpose of considering and, if thought fit, passing with or without modification the resolution set out in the Notice of EGM.

7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

7.1 No Attendance at EGM.

Shareholders who wish to attend the EGM can only participate via the Live EGM Webcast. No physical attendance will be permitted.

7.2 Alternative Arrangements.

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM.

Shareholders should refer to the Notice of EGM set out on page N-1 of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM. Such announcement may also be accessed at the Company's website at the URL <http://yinda.com.sg/investor-relations/> page, and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

7.3 When a Depositor is regarded as a Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register, as certified by CDP at least 72 hours before the time appointed for the EGM.

LETTER TO SHAREHOLDERS

Shareholders and other investors are reminded to exercise caution when dealing in the Shares. In the event that Shareholders and other investors are in doubt about the actions they should take, they should consult their stockbrokers, bank managers, solicitors, accountants, tax adviser or other professional advisers.

8 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 5008 Ang Mo Kio Avenue 5, #04-07 Techplace II, Singapore 569874, during normal business hours from the date of this Circular up to and including the time and date of the EGM:

- (a) the Constitution of the Company;
- (b) the Professional Clearance Letter issued by EY dated 17 April 2020
- (c) the letter of consent to act as Auditors from Baker Tilly dated 20 April 2020;
- (d) the Written Statement from EY dated 17 April 2020; and
- (e) the Annual Report of the Company for FY2019.

Yours faithfully
For and on behalf of the Board of Directors of
YINDA INFOCOMM LIMITED

Song Xingyi
Non-Executive, Non-Independent Chairman

APPENDIX – WRITTEN STATEMENT



Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583

Mailing Address:
Robinson Road
PO Box 384
Singapore 900734

Tel: +65 6535 7777
Fax: +65 6532 7662
ey.com

ASU/YHC

17 April 2020

The Board of Directors
Yinda Infocomm Limited
Block 5008 Ang Mo Kio Avenue 5
#04-07 Techplace II
Singapore 569874

Attention: Mr Frederick Lau

Yinda Infocomm Limited
Yinda Technology Singapore Pte. Ltd.

Dear Sirs

We should be grateful if you would accept this letter as a formal notice of our desire to resign as auditors of Yinda Infocomm Limited and Yinda Technology Singapore Pte. Ltd. in accordance with Companies Act, Cap. 50.

We have obtained consent from the Registrar for our resignation. We therefore withdraw our consent to act in this capacity.

We take this opportunity to thank you for your co-operation and kind support accorded to us during the course of our appointment as auditors of the Company. We wish you the very best in all your future endeavours.

Yours faithfully

A handwritten signature in black ink that reads 'Ernst & Young LLP'.

YHC/NJM/so

NOTICE OF EXTRAORDINARY GENERAL MEETING

YINDA INFOCOMM LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201506891C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Yinda Infocomm Limited (the “**Company**”) will be held by way of electronic means via live audio-visual webcast and/or live audio-only stream on 28 May 2020 at 3.30 pm (“**Live EGM Webcast**”) for the purposes of considering and, if thought fit, passing with or without modifications, the resolution as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 5 May 2020 to shareholders of the Company.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO BAKER TILLY TFW LLP

That:

- (i) Baker Tilly TFW LLP be and are hereby appointed as auditors of the Group in place of Ernst & Young LLP, and to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms as may be agreed between the Directors and Baker Tilly TFW LLP; and
- (ii) Any one of the Directors of the Company be and is hereby authorised and empowered to approve and complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD
YINDA INFOCOMM LIMITED

CLAUDIA TEO KWEE YEE
Company Secretary
Singapore
5 May 2020

Notes:

- (a) The EGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (b) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the later part of this Notice of EGM dated 5 May 2020. This Notice of EGM may be accessed at the Company’s website at the URL <http://yinda.com.sg/investor-relations/> , and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> .
- (c) Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote

NOTICE OF EXTRAORDINARY GENERAL MEETING

on his/her/its behalf at the EGM. The accompanying proxy form of the EGM may be accessed at the Company's website at the URL <http://yinda.com.sg/investor-relations/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 18 May 2020.

- (d) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (e) Duly completed and signed proxy form must be deposited with the Company via:
 - (i) Physical mail to the Company's registered office at 5008 Ang Mo Kio Avenue 5, #04-07 Techplace II, Singapore 569874; or
 - (ii) electronic mail to the Company at proxy@yinda.com.sg,

In either case, at least seventy-two (72) hours before the time for holding of the EGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above or scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- (f) The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).
- (g) In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 3.30 pm on 25 May 2020, as certified by The Central Depository (Pte) Limited to the Company.

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 and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service provider) of proxies and/or representatives appointed for the EGM of the Company (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 provider) 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 provider), 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 provider) 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. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary

NOTICE OF EXTRAORDINARY GENERAL MEETING

for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Mr Ong Hwee Li (telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTE

SHAREHOLDERS MUST NOTE THE FOLLOWING IN RELATION TO THE EGM.

I. REGISTRATION

- (A) Shareholders may participate in the EGM proceedings via live audio-only stream that can be accessed via your mobile phones, tablets or computers.

Shareholders will need to register at <http://yindacommegm.availease.com/> ("**EGM Webcast Registration and Q&A Link**") for the Company to verify your status prior to the EGM.

Shareholders must register via the EGM Webcast Registration and Q&A Link by no later than 25 May 2020, 3.30 pm ("**Registration Deadline**").

- (B) Following the verification, authenticated Shareholders will receive an email by 26 May 2020, 12 noon – containing a unique link, which you can click on to access the Live EGM Webcast. A toll free number will be provided in the email for shareholders to dialling in.

Shareholders must not forward the unique link to other persons who are not Shareholders and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live EGM Webcast.

Shareholders who register by the Registration Deadline (being no later than 25 May 2020, 3.30 pm) but do not receive an email response by 26 May 2020, 12 noon may contact our Share Registrar, B.A.C.S. Private Limited, for assistance at (65) 6593 4848.

- (C) Persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF and SRS investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

II. VOTING

- (A) Shareholders who wish to vote on the resolution tabled at the EGM must appoint the Chairman of the Meeting as your proxy to attend, speak and vote on your behalf.

- (B) The proxy form must be submitted by:

(i) physical mail to the Company's registered office at 5008 Ang Mo Kio Avenue 5, #04-07 Techplace II, Singapore 569874; or

(ii) electronic mail to proxy@yinda.com.sg,

by no later than the Registration Deadline (being no later than 25 May 2020, 3.30 pm).

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (C) CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 18 May 2020.
- (D) A shareholder who wishes to submit a proxy form via email must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

III. QUESTIONS

- (A) **Shareholders will not be able to ask questions during the Live EGM Webcast and therefore it is important for shareholders to pre-register and submit their questions in advance of the EGM.**
- (B) Shareholders must submit your questions related to the EGM via the EGM Webcast Registration and Q&A Link by the Registration Deadline (being no later than 25 May 2020, 3.30 pm).
- (C) The Company will address the substantial questions raised during the Live EGM Webcast.
- (D) The responses to questions from Shareholders will also be posted on SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://yinda.com.sg/investor-relations/> after the EGM.

IV. DOCUMENTS

- (A) The Circular, Notice of EGM and accompanying proxy form will be sent to Shareholders solely by electronic means via publication on our corporate website and will also be made available on the SGX website. **Printed copies of these documents will not be sent to Shareholders.**

Please refer to the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://yinda.com.sg/investor-relations/> for the, (i) Circular, (ii) Notice of the EGM, and (iii) proxy form.

- (B) Minutes of the EGM will be provided within one month after the general meeting on SGX website at the URL <https://www.sgx.com/securities/company-announcements> and Company's website at <http://yinda.com.sg/investor-relations/> .

Important reminder: The Company would remind Shareholders that, with the evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders should check the Company and SGX website for updates on the EGM.

PROXY FORM

YINDA INFOCOMM LIMITED
(Incorporated in the Republic of Singapore)

(Company Registration No.: 201506891C)

PROXY FORM

This form of proxy is also made available on SGXNet and the Company's website and may be accessed at the URL <http://yinda.com.sg/investor-relations/>

IMPORTANT

1. The Extraordinary General Meeting ("EGM") will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Alternative arrangements relating to attendance at the EGM via electronic means, submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the Notice of EGM dated 5 May 2020. The Notice of EGM is available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. A member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/ its voting rights at the EGM.
4. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00pm on 18 May 2020.

PERSONAL DATA PRIVACY

5. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the accompanying Notice of EGM.

*I/We _____ (Name) _____ (*NRIC/Passport No./ Company Registration No.) of _____ (address) being *a member/members of YINDA INFOCOMM LIMITED (the "**Company**"), hereby appoint the **Chairman of the Meeting** as *my/our proxy to vote for *me/us on *my/our behalf, at the Extraordinary General Meeting of the Company to be held by way of electronic means, on 28 May 2020 at 3.30 pm and at any adjournment thereof.

[Note: Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes for or against a resolution to be proposed at the EGM, please indicate with a "√" in the box provided under "For" or "Against". If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution to be proposed at the EGM, please indicate with a "√" in the box provided under "Abstain".

Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to vote "For" or "Against" or "Abstain". In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy will be treated as invalid.]

No.	Ordinary Resolutions	For	Against	Abstain
1.	Change of Auditors from Ernst & Young LLP To Baker Tilly TFW LLP			

Notes:

* Please delete accordingly.

Dated this day of 2020

.....
Signature(s) of member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

Total number of Shares held in	No. of Shares
(a) CDP Register	
(B) Register of Members	

PROXY FORM

YINDA INFOCOMM LIMITED

Notes to the Proxy Form

1. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it **must appoint the Chairman of the Meeting as his/her/its proxy** to attend, speak and vote on his/her/its behalf at the EGM. This proxy form may be accessed at the Company's website at the URL <http://yinda.com.sg/investor-relations/> page, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 18 May 2020.

2. The Chairman of the Meeting, as proxy, need not be a member of the Company.
3. Please insert the total number of ordinary shares ("Ordinary Shares") held by you. If you have Ordinary Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Ordinary Shares in the box provided next to CDP Register. If you have Ordinary Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Ordinary Shares in the box provided next to Register of Members.
4. The duly completed and signed instrument appointing the Chairman of the Meeting as proxy must be deposited with the Company via:
 - (i) physical mail to the Company's registered office at 5008 Ang Mo Kio Avenue 5, #04-07 Techplace II, Singapore 569874; or
 - (ii) electronic mail to the Company at proxy@yinda.com.sg,

In either case, at least seventy-two (72) hours before the time for holding of the EGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above or scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

5. The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) 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 Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).
7. In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository

PROXY FORM

Register as at 3.30 pm on 25 May 2020, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the accompanying Notice of EGM.