

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “**AGM**”) 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 Thursday, 29 October 2020 at 4.30 p.m. (“**Live AGM Webcast**”) for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 May 2020 and the Directors’ Statement and the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of \$200,000 for the financial year ending 31 May 2021, payable quarterly in arrears.
See Explanatory Note (i) **(Resolution 2)**
3. To re-elect Mr. Cheam Heng Haw, Howard, a Director who is retiring pursuant to Regulation 104 of the Company’s Constitution.
See Explanatory Note (ii) **(Resolution 3)**
4. To re-elect Mr. Tan Chee Bun Gordon, a Director who is retiring pursuant to Regulation 114 of the Company’s Constitution.
See Explanatory Note (iii) **(Resolution 4)**
5. To appoint Mr. Aw Eng Hai as a Director pursuant to Regulation 106(2) of the Company’s Constitution.
See Explanatory Note (iv) **(Resolution 5)**
6. To note the retirement of Mr. Henry Tan Song Kok, who is retiring as a Director pursuant to Regulation 104 of the Company’s Constitution.
See Explanatory Note (v)
7. To re-appoint Messrs Baker Tilly TFW LLP as Auditor of the Company to hold office until the next AGM of the Company, and to authorise the Directors to fix the remuneration of Messrs Baker Tilly TFW LLP. **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolution, with or without modifications:

8. **Authority to allot and issue shares** **(Resolution 7)**

“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 Catalist (“**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:

 - (A)
 - (i) issue and allot new shares (“**Shares**”) in the capital of the Company 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) 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 may, in their absolute discretion, deem fit; and
 - (B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

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PROVIDED ALWAYS that:

- (1) the aggregate number of Shares to be issued pursuant to this authority (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company (“**Shareholders**”) are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority was conferred, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or the vesting of share awards; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of the Shares;Adjustments in accordance with (i) or (ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) (unless revoked or varied by the Company in a general meeting) this authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier.”

[See Explanatory Note (vi) below]

9. **Proposed Renewal of the Anhui IPT General Mandate** **(Resolution 8)**

“That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies (if any) which fall within the definition of “entities at risk” under Chapter 9 of the Catalist Rules, or any of them, to enter into any transaction falling within the categories of interested person transactions set out under the Anhui IPT General Mandate with Anhui Diantong, provided that such transaction is made on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders, and is entered into in accordance with the review procedures for interested person transactions as set out in the Addendum;
- (b) the approval given for the Anhui IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures and/or modify or implement such review procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules, which may be prescribed by the SGX-ST from time to time; and

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- (d) the Directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to this resolution and the Anhui IPT General Mandate, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.”

[See Explanatory Note (vii) below]

10. **Proposed Renewal of the Shanghai Yinda S&T IPT General Mandate** **(Resolution 9)**

“That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies (if any) which fall within the definition of “entities at risk” under Chapter 9 of the Catalist Rules, or any of them, to enter into any transaction falling within the categories of interested person transactions set out under the Shanghai Yinda S&T IPT General Mandate with members of the Wider S&T Group, provided that such transaction is made on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders, and is entered into in accordance with the review procedures for interested person transactions as set out in the Addendum;
- (b) the approval given for the Shanghai Yinda S&T IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures and/or modify or implement such review procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules, which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to this resolution and the Shanghai Yinda S&T IPT General Mandate, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.”

[See Explanatory Note (viii) below]

11. To transact any other ordinary business which may be properly transacted at an AGM.

By Order of the Board

Claudia Teo Kwee Yee
Company Secretary

14 October 2020

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Explanatory Notes:

- (i) The Company has provided an increase in Directors' fees for FY2021, as compared to \$138,000 for FY2020 as the Group intends to appoint a new independent director to comply with Provision 2.2 of the Code of Corporate Governance 2018.
- (ii) The detailed information on Mr. Cheam Heng Haw, Howard is set out in the section entitled "Board Membership" in the Corporate Governance Statement the Company's 2020 Annual Report. Mr Cheam Heng Haw, Howard, upon re-election as Director of the Company, will be appointed as Lead Independent Director and remain as Chairman of the Remuneration Committee and member of the Audit Committee and he is considered independent for the purposes of Rule 704(7) of the Catalyst Rules.
- (iii) Mr Tan Chee Bun Gordon shall, upon re-election as Director of the Company, remain as the Executive Director of the Company.
- (iv) Pursuant to Regulation 106(2) of the Company's Constitution, the NC has reviewed Mr. Aw Eng Hai's suitability and recommended to the Board of Directors of the Company (the "Board") for the appointment of Mr. Aw Eng Hai as an Independent Director of the Company. The Board has accepted the NC's recommendation. The particulars of Mr. Aw Eng Hai, who has consented to the proposed appointment, are set out in the section entitled "Disclosure of Information of Directors seeking re-election and appointment" in the Company's 2020 Annual Report. Mr Aw Eng Hai, upon appointment as Director of the Company, will be appointed as Independent Director and Chairman of the Audit Committee and a member of the Nominating Committee and he is considered independent for the purposes of Rule 704(7) of the Catalyst Rules.
- (v) Mr. Henry Tan Song Kok will not be seeking re-election and will retire from the Board at the conclusion of this AGM. Subsequent to the conclusion of the AGM, Mr. Henry Tan Song Kok will cease to be the Lead Independent Director of the Company, the Chairman of the Audit Committee and member of the Nominating Committee of the Company.
- (vi) Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is carried or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the Company and/or the Instruments (as defined above). The aggregate number of Shares (including Shares to be made in pursuance of Instruments, made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the total number of Shares and convertible securities other than on a pro-rata basis to existing Shareholders, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.
- (vii) The Ordinary Resolution 8 above, if passed, allows the Company, and its subsidiaries to enter into interested person transactions with Anhui Diantong within the provisions of Chapter 9 of the Catalyst Rules and the Anhui IPT General Mandate.
- (viii) The Ordinary Resolution 9 above, if passed, allows the Company, and its subsidiaries to enter into interested person transactions with the Wider S&T Group within the provisions of Chapter 9 of the Catalyst Rules and the Shanghai Yinda S&T IPT General Mandate.

Notes:

- (a) The AGM 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 (i) attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream); (ii) submission of questions to the Chairman of the AGM in advance of the AGM; and (iii) addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the "IMPORTANT NOTE" section of this Notice of AGM. This Notice of AGM 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 SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (c) Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, members will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The accompanying proxy form of the AGM may be accessed at the Company's website at the URL <http://yinda.com.sg/investorrelations/>, and will also be made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 22 October 2020 / at least seven working days before the AGM.

- (d) The Chairman of the AGM, 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

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- (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 AGM.

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 AGM 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 AGM 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 AGM 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 4.30 p.m. on 26 October 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 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 or service providers) for the purpose of the processing, administration and analysis of the Company (or its agents or service providers) of proxies and/or 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 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. 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 for the Company's verification and record purposes. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. 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 AGM 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"). 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 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 (Tel +65 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

IMPORTANT NOTE

SHAREHOLDERS MUST NOTE THE FOLLOWING IN RELATION TO THE AGM.

I. REGISTRATION

- (A) Shareholders are entitled to watch the AGM proceedings via your mobile phones, tablets or computers.

Shareholders will need to register at <https://sg.conveneagm.com/yindaagm2020/> ("AGM Webcast Registration and Q&A Link") for the Company to verify your status prior to the AGM.

Shareholders must register via the AGM Webcast Registration and Q&A Link by no later than 26 October 2020 ("**Registration Deadline**").

- (B) Following the verification, authenticated Shareholders will receive an email by 27 October 2020, 12.00 p.m. containing a unique link, which you can click on to access the Live AGM Webcast.

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

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Shareholders who have registered by the Registration Deadline but do not receive an email response by 27 October 2020, 12.00 p.m. may contact our Share Registrar, B.A.C.S. Private Limited, for assistance at (65) 6593 4848.

- (C) Person 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 AGM by (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the 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 by 22 October 2020, 5.00 p.m. in order to make the necessary arrangement for them to participate in the AGM.

II. VOTING

- (A) Shareholders who wish to vote at the AGM must submit a proxy form to appoint the Chairman of the AGM to cast votes 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.
- (C) CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 22 October 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 AGM Webcast and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.
- (B) Shareholders must submit your questions related to the AGM via the AGM Webcast Registration and Q&A Link by the Registration Deadline.
- (C) The Company will endeavor to address the substantial questions received prior to the AGM via SGXNet and the Company's website.
- (D) The Company will publish the minutes of the AGM on SGXNet and on the Company's website within one (1) month from the date of AGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the AGM.

IV. DOCUMENTS

- (A) The Annual Report, Notice of AGM and accompanying proxy form will be sent to the Shareholders solely by electronic means via publication on the Company's website and will also be made available on SGXNet. **Printed copies of these documents will not be sent to Shareholders.**

Please refer to the SGXNet 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) Annual Report, (ii) Notice of AGM, and (iii) proxy form.

- (B) Minutes of the AGM will be provided within one (1) month after the AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://yinda.com.sg/investor-relations/>.

Important reminder: As the COVID-19 situation is constantly evolving, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to closely monitor announcements made by the Company on SGX website for updates on the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our AGM with the optimum safe distancing measures amidst the current COVID-19 situation.