



YINDA INFOCOMM LIMITED
(Company Registration No. 201506891C)
(Incorporated in the Republic of Singapore)
(the “Company”)

MINUTES of the Annual General Meeting (“**AGM**” or “**Meeting**”) of the Company held via live audio-visual webcast and/or live audio-only stream on Thursday, 29 October 2020 at 4.30 p.m.

Present : Mr. Henry Tan Song Kok (Lead Independent Director)
Mr. Cheam Heng Haw, Howard (Independent Director)
Ms. Tang Qun (Independent Director)
Ms. Shao Lifang (Executive Director)
Mr. Tan Chee Bun Gordon (Executive Director)
Mr. Frederick Lau (Deputy Chief Financial Officer)

**Shareholders/ Proxies/
Invitees / Observers:** : As per attendance list.

CHAIRMAN

At the request of the Chairman of the Board, Mr. Henry Tan Song Kok (“**Chairman**”) chairs the Meeting. He welcomed all shareholders for their attendance and thanked the shareholders who pre-registered with the Company, watched and listened to the proceedings through live webcast. He also acknowledged their attendance in this Meeting. The Chairman introduced the members of the Board and the Deputy Chief Financial Officer to the shareholders.

Madam Song Xingyi, Chairman of the Board has extended her apologies for not being able to attend this Meeting.

QUORUM

With the requisite quorum being present, the Chairman called the Meeting to order at 4.30 p.m.

NOTICE

The notice of the Meeting, having been circulated to the shareholders, was, with the concurrence of the shareholders, taken as read.

POLL VOTING

The Chairman recapped that shareholders had been informed via the Company’s announcement made on SGXNet on 15 October 2020 that they would not be able to vote through live webcast. The only way for shareholders to exercise their voting rights was to appoint the Chairman of the Meeting as proxy. The Chairman informed that in his capacity as Chairman of the Meeting, he has been appointed as proxy by some shareholders and that he had voted in accordance with their instructions, which had been accounted for in the polling for the resolutions.

The Chairman further informed shareholders that voting on the resolutions to be passed at the AGM would be conducted by way of poll via proxy voting pursuant to Catalist Rule 730A(2) and

no voting would be conducted in the Meeting. The Company has appointed Finova BPO Pte Ltd as Scrutineers and B.A.C.S Private Limited as Polling Agent for the Meeting.

The validity of the proxy forms submitted by the shareholders by the deadline of 26 October 2020, 4.30 p.m. had been reviewed and the votes of all such valid proxy forms had been counted by the Polling Agent and verified by the Scrutineers. The Chairman mentioned that the resolutions tabled at this AGM would be proposed by the Chairman of the Meeting and seconded by Ms Wang Xiaolan, a shareholder of the Company.

The Chairman also informed that no questions have been received by the Company by the mentioned deadline.

Thereafter, the Chairman of the Meeting proceeded with the ordinary business of the Meeting.

ORDINARY RESOLUTION 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2020 (“FYE2020”) AND THE DIRECTORS’ STATEMENT AND THE INDEPENDENT AUDITOR’S REPORT

The Chairman proposed, and Wang Xiaolan seconded, the following motion:

“RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31 May 2020 together with the Directors’ Statement and Independent Auditor’s Report be and are hereby received and adopted.”

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	124,640,180	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 1 carried.

ORDINARY RESOLUTION 2

APPROVAL OF THE PAYMENT OF DIRECTORS’ FEES OF \$200,000 FOR THE FINANCIAL YEAR ENDING 31 MAY 2021, PAYABLE QUARTERLY IN ARREARS

The following motion was proposed by the Chairman and seconded by Wang Xiaolan.

“RESOLVED that the Directors’ fees of \$200,000 for the financial year ending 31 May 2021, payable quarterly in arrears, be and are hereby approved.”

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	124,640,180	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 2 carried.

ORDINARY RESOLUTION 3

RE-ELECTION OF MR. CHEAM HENG HAW, HOWARD PURSUANT TO REGULATION 104 OF THE COMPANY'S CONSTITUTION

The Chairman informed shareholders that in accordance with Regulation 104 of the Constitution, Mr. Cheam Heng Haw, Howard ("**Howard Cheam**") was due to retire as a Director at the Meeting and being eligible for re-election, had offered himself for re-election. Upon re-election, Mr. Howard Cheam would be appointed as Lead Independent Director and remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The Chairman proposed and Wang Xiaolan seconded the following motion:

"RESOLVED that Mr. Howard Cheam be re-elected as a Director of the Company."

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	124,640,180	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 3 carried.

ORDINARY RESOLUTION 4

RE-ELECTION OF MR. TAN CHEE BUN GORDON PURSUANT TO REGULATION 114 OF THE COMPANY'S CONSTITUTION

The Chairman informed shareholders that in accordance to Regulation 114 of the Company's Constitution, Mr. Tan Chee Bun Gordon ("**Gordon Tan**") was due to retire as a Director of the Company and being eligible for re-election, had offered himself for re-election. Upon re-election, Mr. Gordon Tan would remain as the Executive Director of the Company.

The following motion was proposed by the Chairman and seconded by Wang Xiaolan:

"RESOLVED that Mr. Gordon Tan be re-elected as a Director of the Company."

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	124,640,180	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 4 carried.

ORDINARY RESOLUTION 5

APPOINTMENT OF MR. AW ENG HAI AS A DIRECTOR PURSUANT TO REGULATION 106(2) OF THE COMPANY'S CONSTITUTION.

The Chairman informed shareholders that the Nominating Committee has reviewed Mr. Aw Eng Hai's suitability and recommended to the Board of Directors for the appointment of Mr. Aw Eng Hai as an Independent Director of the Company. The Board has accepted the NC's recommendation.

Mr. Aw Eng Hai has consented to the proposed appointment.

The Chairman further informed shareholders that Mr. Aw Eng Hai, upon appointment as Director of the Company, would be appointed as an Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and he shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The following motion was proposed by the Chairman and seconded by Wang Xiaolan:

"RESOLVED that Mr. Aw Eng Hai be appointed as a Director of the Company."

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	124,640,180	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 5 carried.

As the Chairman was subject to retirement under the next Agenda of the Meeting, the chairmanship was handed over to Mr. Gordon Tan.

RETIREMENT OF MR. HENRY TAN SONG KOK PURSUANT TO REGULATION 104 OF THE COMPANY'S CONSTITUTION

The Meeting noted that Mr. Henry Tan Song Kok ("**Henry Tan**"), the Lead Independent Director of the Company was subject to retirement by rotation in accordance with Regulation 104 of the Company's Constitution at the AGM. He has given a notice to the Company that he would not seek for re-election at the AGM. Accordingly, Mr Henry Tan ceased to be the Lead Independent Director of the Company, the Chairman of Audit Committee and member of the Nominating Committee upon the conclusion of the AGM.

The Board took the opportunity to record its heartfelt gratitude to Mr. Henry Tan for his past service and contribution during his tenure as an Independent Director of the Company.

Mr. Gordon Tan passed the chairmanship back to Mr. Henry Tan who continued with the conduct of the Meeting.

ORDINARY RESOLUTION 6

RE-APPOINTMENT OF AUDITORS

The Chairman informed shareholders that Baker Tilly TFW LLP have expressed their willingness to accept re-appointment.

The Chairman proposed and Wang Xiaolan seconded the following motion:

“RESOLVED that Messrs. Messrs Baker Tilly TFW LLP be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Directors.”

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	124,640,180	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 6 carried.

SPECIAL BUSINESS:

ORDINARY RESOLUTION 7

AUTHORITY TO ALLOT AND ISSUE SHARES

The following motion was proposed by the Chairman and seconded by Wang Xiaolan:

“RESOLVED 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,*

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.”

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	124,640,180	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 7 carried.

ORDINARY RESOLUTION 8

PROPOSED RENEWAL OF THE ANHUI IPT GENERAL MANDATE

The Chairman informed the shareholders that Madam Song Xingyi and all her associates have abstained from voting on the Resolutions 8 and 9.

The Chairman proposed and Wang Xiaolan seconded the following motion:

“RESOLVED 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*
- (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.”*

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	80,203,000	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 8 carried.

ORDINARY RESOLUTION 9

PROPOSED RENEWAL OF THE SHANGHAI YINDA S&T IPT GENERAL MANDATE

The Chairman proposed and Wang Xiaolan seconded the following motion:

“RESOLVED 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.”*

There being no question received from shareholders, the Chairman announced the poll results as follows:

	No. of shares	Percentage (%)
No. of votes FOR of the Resolution	80,203,000	100
No. of votes AGAINST the Resolution	-	-

Based on the results, the Chairman declared Resolution 9 carried.

CONCLUSION

There being no other business, the Chairman declared the Meeting concluded at 4.50 p.m. and thanked all present for their attendance.

Confirmed as True Record of Proceedings held

Mdm. Song Xingyi
Non-Executive and Non-Independent Chairman

This announcement 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 "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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