

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### YINDA INFOCOMM LIMITED

Company Registration Number 201506891C  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of **YINDA INFOCOMM LIMITED** (the "**Company**") will be held via electronic means via live audio-visual webcast and/or live audio-only stream on 30 December 2020 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

- (A) **THE PROPOSED ALLOTMENT AND ISSUE OF 20,833,333 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("DEBT CONVERSION SHARES") TO YINDA PTE. LTD. ("YPL") AT AN ISSUE PRICE OF S\$0.072 PER DEBT CONVERSION SHARE;**
- (B) **THE PROPOSED DISPOSAL OF YINDA TECHNOLOGY MALAYSIA SDN. BHD. ("YINDA MALAYSIA") AND YINDA COMMUNICATIONS (PHILIPPINES), INC. ("YINDA PHILIPPINES") TO YPL;**
- (C) **THE PROPOSED ALLOTMENT AND ISSUE OF 8,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("SUBSCRIPTION SHARES") TO CHEE TAI CHIEW AT AN ISSUE PRICE OF S\$0.072 PER SUBSCRIPTION SHARE; AND**
- (D) **THE PROPOSED NEW SHARE ISSUE MANDATE.**

All capitalised terms use in this Notice of Extraordinary General Meeting which are not defined herein shall have the same meaning ascribed to them in the circular to Shareholders of the Company dated 15 December 2020 (the "**Circular**"). All resolutions put to the vote at the EGM shall be decided by way of poll.

#### ORDINARY RESOLUTIONS

#### **RESOLUTION 1: THE PROPOSED ISSUE OF 20,833,333 DEBT CONVERSION SHARES AT AN ISSUE PRICE OF S\$0.072 PER DEBT CONVERSION SHARE TO YPL**

That:

- (a) pursuant to Section 161 of the Companies Act (Chapter 50) and Chapter 8 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), approval be and is hereby given to the directors of the Company (the "**Directors**") or any of them to allot and issue 20,833,333 Debt Conversion Shares to YPL, each at the issue price of S\$0.072 on the terms and conditions of the Debt Conversion Deed;
- (b) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the transfer of controlling interest which will take place upon the issue of the Debt Conversion Shares to YPL pursuant to the Proposed Debt Conversion;
- (c) pursuant to Chapter 9 of the Catalist Rules, approval be and is hereby given for the Proposed Debt Conversion being an Interested Person Transaction; and
- (d) the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Debt Conversion Shares, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Debt Conversion.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### RESOLUTION 2: THE PROPOSED DISPOSAL OF YINDA MALAYSIA AND YINDA PHILIPPINES TO YPL

That:

- (a) pursuant to Chapter 10 of the Catalist Rules of the SGX-ST, approval be and is hereby given for the Proposed Disposal on the terms and subject to the conditions set out in the sale and purchase agreement dated 5 December 2020; and
- (b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Disposal.

### RESOLUTION 3: THE PROPOSED ISSUE OF 8,500,000 SUBSCRIPTION SHARES AT AN ISSUE PRICE OF S\$0.072 PER SUBSCRIPTION SHARE TO CHEE TAI CHIEW

That:

- (a) pursuant to Section 161 of the Companies Act (Chapter 50) and Chapter 8 of the Catalist Rules of the SGX-ST, approval be and is hereby given to the Directors or any of them to allot and issue 8,500,000 Subscription Shares to Chee Tai Chiew, at the issue price of S\$0.072 per Subscription Share on the terms and conditions of the subscription agreement dated 15 November 2020; and
- (b) the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Subscription Shares, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Subscription.

### RESOLUTION 4: THE PROPOSED NEW SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore, and Rule 806 of the Catalist Rules:

The resolution passed by Shareholders as Ordinary Resolution 8 at the Annual General Meeting of the Company held on 29 October 2020 be and is hereby revoked and that the Directors be and are hereby authorised and empowered 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

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

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;
  - (iii) any subsequent bonus issue, consolidation or sub-division of the Shares; and
  - (iv) the 20,8333,333 Debt Conversion Shares and the 8,500,000 Subscription Shares (if the Ordinary Resolutions 1 and 3 are approved).

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.

### **ABSTENTION FROM VOTING**

Madam Song Xingyi, Ms Shao Lifang and their Associates (including YPL) shall abstain from exercising any voting rights on Resolutions 1 and 2 set out in this Notice of Extraordinary General Meeting, while Mr Chee Tai Chiew and his Associates shall abstain from exercising any voting rights on Resolution 3 set out in this Notice of Extraordinary General Meeting.

By Order of the Board  
**Yinda Infocomm Limited**

Mr Tan Chee Bun Gordon  
Executive Director  
15 December 2020

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### Notes:

- (1) A Shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company (“**EGM**”) may appoint the Chairman as proxy to vote on his/her behalf. Please refer to the section entitled “Submission of Proxy Forms to Vote” of the Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“**COVID-19**”) on page 47 of the Circular for further information.
- (2) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (3) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the extraordinary general meeting of the Company 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the extraordinary general meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the extraordinary general meeting of the Company (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**”); and (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 express 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. 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 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.

### Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“**COVID-19**”):

In view of the evolving COVID-19 situation, the Company is arranging for a live webcast of the EGM proceedings (the “**Live EGM Webcast**”) which will take place on 30 December 2020 at 3.00 p.m. **Shareholders will be able to watch the EGM proceedings through the Live EGM Webcast, and the Company will not accept any physical attendance by Shareholders. Any Shareholder seeking to attend the extraordinary general meeting physically in person will be turned away.**

Shareholders will be able to participate in the extraordinary general meeting in following manner set out in the paragraphs below.

#### Live Webcast:–

1. Shareholders may watch the extraordinary general meeting proceedings through the Live EGM Webcast. To do so, Shareholders will need to register at <https://agm.conveneagm.com/yindainfocommeagm2020> (the “**Registration Link**”) by 3.00 p.m. on 27 December 2020 (the “**Registration Deadline**”) to enable the Company to verify their status.
2. Following verification, authenticated Shareholders will receive an email notification by 3.00 p.m. on 28 December 2020 on whether the authentication is accepted or rejected. Shareholders that are authenticated successfully will be able to access the live audio-visual and/or live audio-only stream of the webcast EGM proceedings using the same account and password that were being used in the pre-registration stage.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

3. Shareholders must not forward the abovementioned link or account login details to other persons who are not Shareholders of the Company and who are not entitled to attend the extraordinary general meeting. This is also to avoid any technical disruptions or overload to the Live EGM Webcast.
4. Shareholders who register by the Registration Deadline but do not receive an email response or authentication is rejected by 3.00 p.m. on 28 December 2020 may contact our Share Registrar, B.A.C.S. Private Limited, for assistance at (65) 6593 4848.

### **Submission of Proxy Forms to Vote:-**

1. Shareholders who wish to vote at the EGM may submit a proxy form to appoint the Chairman of the EGM to cast votes on their behalf.
2. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by: (a) mail to the Company's registered office at 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874; or (b) submitted by email to [proxy@yinda.com.sg](mailto:proxy@yinda.com.sg) by no later than by 3.00 p.m. on 27 December 2020, being 72 hours before the time appointed for holding the EGM.
3. CPF or SRS investors who wish to vote should approach their respective banks approved by CPF to be their agent banks ("**CPF Agent Banks**") or agent banks approved by CPF under the Supplementary Retirement Scheme ("**SRS Operators**") to submit their votes at least seven (7) working days before the EGM (i.e. by 3.00 p.m. on 18 December 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the extraordinary meeting to vote on their behalf by the cut-off date.

**Please note that Shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

**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.**

### **Submission of Questions:-**

1. Shareholders may submit questions relating to the items on the agenda of the EGM via the Registration Link. All questions must be submitted by the Registration Deadline.
2. The Company will endeavour to address the substantial and relevant questions at or before the EGM. The responses to such questions from Shareholders, together with the minutes of the EGM, will be posted on the SGXNet and the Company's website within one month after the date of the EGM.

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the EGM arrangements may be made on short notice in the ensuing days, even up to the day of the EGM. Please check our Company website at <http://yinda.com.sg> or SGXNet for updates.

The Company seeks the understanding and cooperation of all members to minimise the risk of community spread of COVID-19.