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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

**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 on Wednesday, 31 March 2021 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

*Please refer to the paragraph titled “IMPORTANT INFORMATION” below for details.*

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 16 March 2021 (the “**Circular**”).*

Shareholders should note that:

- (a) **Ordinary Resolutions 2 and 3 are inter-conditional and conditional on Ordinary Resolution 1.** This means that if (i) Ordinary Resolution 1 is not approved, Ordinary Resolutions 2 and 3 will not be deemed to be duly passed; and (ii) if any of Ordinary Resolutions 2 and 3 are not approved, the other resolution will not be deemed to be duly passed. Ordinary Resolutions 2 and 3 are inter-conditional as the Proposed Consideration Shares Issue is for the partial satisfaction of the Consideration for the Proposed Acquisition and the Ordinary Resolutions 2 and 3 are conditional on Ordinary Resolution 1 as the Proposed Acquisition can only be completed pursuant to the Proposed Diversification into the Proposed New Business;
- (b) **Ordinary Resolution 4 is conditional on Ordinary Resolution 1.** This means that if Ordinary Resolution 1 is not approved, Ordinary Resolution 4 will not be deemed to be duly passed. Ordinary Resolution 4 is conditional on Ordinary Resolution 1 as the Proposed Investment can only be completed pursuant to the Proposed Diversification into the Proposed New Business; and
- (c) the passing of Ordinary Resolutions 5, 6 and 7 are not conditional on any of the other ordinary resolutions.

### **AS ORDINARY RESOLUTIONS:**

#### **ORDINARY RESOLUTION 1**

#### **THE PROPOSED DIVERSIFICATION INTO THE NEW BUSINESS OF DEVELOPMENT AND PROVISION OF IDENTITY MANAGEMENT BIOMETRIC TECHNOLOGY SOLUTIONS**

**THAT:**

- (a) approval be and is hereby granted for the diversification of the business activities of the Company and its subsidiaries into the new business of development and provision of identity management biometric technology solutions; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

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### ORDINARY RESOLUTION 2

#### **THE PROPOSED ACQUISITION OF 51.0% SHAREHOLDING IN THE TOTAL ORDINARY SHARE CAPITAL OF INTERNATIONAL BIOMETRICS PTE. LTD.**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3:

- (a) the Proposed Acquisition be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisition on the terms and subject to the conditions set out in the InterBio SPA; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

### ORDINARY RESOLUTION 3

#### **THE PROPOSED ISSUE AND ALLOTMENT OF 143,333,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.15 PER NEW ORDINARY SHARE TO THE SELLER SHAREHOLDERS AND/OR THEIR NOMINEES AS PARTIAL SATISFACTION OF THE CONSIDERATION FOR THE PROPOSED ACQUISITION**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2:

- (a) authority be and is hereby given to the Directors to allot and issue to the Seller Shareholders and/or their nominees an aggregate of 143,333,000 Consideration Shares, credited as fully paid-up, at an issue price of S\$0.15 per Consideration Share, on the terms and subject to the conditions set out in the InterBio SPA; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company.

### ORDINARY RESOLUTION 4

#### **THE PROPOSED INVESTMENT IN TECH5 SA THROUGH A LOAN CONVERTIBLE INTO SHARES OF TECH5 SA AND ENTRY INTO A PREFERENTIAL LICENSING AGREEMENT WITH TECH5 SA**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) the Proposed Investment be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Investment on the terms and subject to the conditions set out in the TECH5 Loan Agreement, TECH5 Investment Agreement and the TECH5 Preferential Licensing Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this

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Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.

### ORDINARY RESOLUTION 5

#### THE PROPOSED ISSUE AND ALLOTMENT OF 16,000,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.125 PER NEW ORDINARY SHARE TO MR. HING CHOW YUEN

##### THAT:

- (a) authority be and is hereby given to the Directors to allot and issue to Mr. Hing Chow Yuen, an aggregate of 16,000,000 Subscription Shares, credited as fully paid-up, at an issue price of S\$0.125 per Subscription Share, on the terms and subject to the conditions set out in the relevant Subscription Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 5 and implement any of the foregoing as they think fit and in the interests of the Company.

### ORDINARY RESOLUTION 6

#### THE PROPOSED ISSUE AND ALLOTMENT OF 5,600,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.125 PER NEW ORDINARY SHARE TO MR. CHEE TUCK HONG

##### THAT:

- (a) authority be and is hereby given to the Directors to allot and issue to Mr. Chee Tuck Hong, an aggregate of 5,600,000 Subscription Shares, credited as fully paid-up, at an issue price of S\$0.125 per Subscription Share, on the terms and subject to the conditions set out in the relevant Subscription Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 6 and implement any of the foregoing as they think fit and in the interests of the Company.

### ORDINARY RESOLUTION 7

#### THE PROPOSED ISSUE AND ALLOTMENT OF 12,000,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.125 PER NEW ORDINARY SHARE TO MR. CHEE TAI CHIEW

##### THAT:

- (a) authority be and is hereby given to the Directors to allot and issue to Mr. Chee Tai Chiew, an aggregate of 12,000,000 Subscription Shares, credited as fully paid-up, at an issue price of S\$0.125 per Subscription Share, on the terms and subject to the conditions set out in the relevant Subscription Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may

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consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 7 and implement any of the foregoing as they think fit and in the interests of the Company.

### **ABSTENTION FROM VOTING**

Mr. Hing Chow Yuen and his associates, Mr. Chee Tuck Hong and his associates and Mr. Chee Tai Chiew and his associates shall abstain from exercising any voting rights on Ordinary Resolution 5, Ordinary Resolution 6 and Ordinary Resolution 7, respectively, as set out in this Notice of Extraordinary General Meeting.

By Order of the Board  
**YINDA INFOCOMM LIMITED**

**Mr. Tan Chee Bun Gordon**  
Executive Director  
Singapore  
16 March 2021

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### **NOTES:**

1. A Shareholder of the Company entitled to attend and vote at the 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 COVID-19 below 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 seventy-two (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.

### **IMPORTANT INFORMATION**

#### **Measures to Minimise Risk of Community Spread of 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 at 10.30 a.m. on Wednesday, 31 March 2021. **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 are entitled to watch the EGM proceedings via their mobile phones, tablets or computers. Shareholders will need to register at <https://conveneagm.sg/yindainfocommegm2021> (the "**Registration Link**") for the Company to verify their status prior to the EGM. Shareholders must register via the Registration Link by no later than 10.30 a.m. on 28 March 2021 (the "**Registration Deadline**").
2. Following the verification, authenticated Shareholders will receive an email by 5.00 p.m. on 29 March 2021. The email will contain login credentials and instructions to access the live audio-visual webcast of the EGM proceedings. 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.
3. Shareholders must not forward the login credentials 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 audio-visual webcast of the EGM proceedings.
4. Shareholders who have registered by the Registration Deadline but do not receive an email response by 5.00 p.m. on 29 March 2021, 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 must submit the Proxy Form to appoint the Chairman of the EGM to cast votes on their behalf.
2. The Proxy Form, duly completed and signed, must be submitted by: (a) electronic mail to [proxy@vinda.com.sg](mailto:proxy@vinda.com.sg); or (b) physical mail to the Company's registered office at 20 Collyer Quay #09-02 Singapore 049319, by no later than the Registration Deadline,

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being seventy-two (72) hours before the time appointed for holding the EGM.

3. CPF Investors or SRS Investors who wish to vote should approach their CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 10.30 a.m. on 22 March 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM 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 measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

### **Submission of Questions:**

1. Shareholders will not be able to ask questions during the live audio-visual webcast of the EGM proceedings. Therefore, it is important for Shareholders to pre-register and submit their questions in advance of the EGM.
2. Shareholders must submit their questions related to the EGM via the Registration Link by the Registration Deadline.
3. The Company will endeavour to address the substantial questions received prior to the EGM via SGXNet and the Company's website.
4. The Company will publish the minutes of the EGM on SGXNet and on the Company's website within one (1) month from the date of EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during 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. Shareholders are advised to closely monitor announcements made SGXNet and the Company's website at <http://yinda.com.sg/> for updates on the EGM.

The Company would like to thank all Shareholders for their patience and co-operation in enabling it to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 situation. The Company also seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.