
NOTICE OF EXTRAORDINARY GENERAL MEETING

YINDA INFOCOMM LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201506891C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the members of Yinda Infocomm Limited (the “**Company**”) will be held by way of electronic means on 30 September 2021 at 10.30 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day), for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions as set out below.

All capitalised terms used in this Notice of EGM which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company’s Circular to Shareholders dated 8 September 2021 (including supplements and modifications thereto).

SPECIAL RESOLUTION 1:

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "YINDA INFOCOMM LIMITED" TO "TOTM TECHNOLOGIES LIMITED"

THAT:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”), the name of the Company be changed from “Yinda Infocomm Limited” to “Totm Technologies Limited”; and
- (b) each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including or amending such documents as may be required) as he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit.

ORDINARY RESOLUTION 2:

THE PROPOSED ADOPTION OF THE PSP 2021

ORDINARY RESOLUTION 3:

THE PROPOSED GRANT OF AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE PSP 2021

THAT:

- (a) the performance share plan to be known as the “Totm Technologies Performance Share Plan 2021” (“**PSP 2021**”) details of which are set out in the Circular dated 8 September 2021 to the Shareholders, under which awards (“**Awards**”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved.
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the PSP 2021;
 - (ii) to modify and/or alter the PSP 2021 from time to time, provided such modification and/or alteration is effected in accordance with the provisions of the PSP 2021 and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2021;

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- (iii) to grant Awards in accordance with the provisions of the PSP 2021 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the PSP 2021, subject to the passing of Ordinary Resolution 2, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);
- (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the PSP 2021; and
- (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

ORDINARY RESOLUTION 4: THE PROPOSED ADOPTION OF THE ESOS 2021

ORDINARY RESOLUTION 5: THE PROPOSED GRANT OF AUTHORITY TO GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER THE ESOS 2021

THAT:

- (a) the share option scheme to be known as the “Totm Technologies Employee Share Option Scheme 2021” (“**ESOS 2021**”) details of which are set out in the Circular dated 8 September 2021 to the Shareholders, under which awards (“**Awards**”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved and adopted substantially in the form set out in the rules of the ESOS 2021, and the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the ESOS 2021;
 - (ii) to modify and/or amend the ESOS 2021 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the ESOS 2021 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS 2021;
 - (iii) to offer and grant Options in accordance with the rules of the ESOS 2021 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the ESOS 2021, subject to the passing of Ordinary Resolution 4, and provided that the aggregate number of Shares issued and issuable pursuant to the ESOS 2021 and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the issued shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Options granted under the ESOS 2021; and
 - (v) to complete and do all such acts and things (including executing such documents as may be

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required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

ORDINARY RESOLUTION 6:

THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT OF UP TO 20% OF MARKET PRICE UNDER THE ESOS 2021

THAT subject to and contingent upon the passing of Ordinary Resolutions 4 and 5 being approved, approval be given for Options to be granted under the ESOS 2021 for the subscription of Shares at subscription prices which may, at the discretion of the Committee administering the ESOS 2021, be subject to a discount to the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the ESOS 2021), provided that the maximum discount which may be given shall not exceed twenty per cent. (20%) of the relevant market price for the Shares applicable to that Option.

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

Mr. Pierre Prunier Olivier Marc Yves

Chief Executive Officer and Executive Director
8 September 2021

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 Thursday, 30 September 2021 (or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day). **Shareholders will be able**

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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 EGM physically in person will be turned away.

Shareholders will be able to participate in the EGM 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://yinda.conveneagm.sg/agm2021> (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 27 September 2021 (the “**Registration Deadline**”).
2. Following the verification, authenticated Shareholders will receive an email by 5.00 p.m. on 28 September 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 28 September 2021, may contact our share registrar, B.A.C.S. Private Limited, for assistance at main@zicoholdings.com.

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@yinda.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, 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 21 September 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.