

INFORMATICS EDUCATION LTD.

(Company Registration No: 198303419G)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Sixth Annual General Meeting (“AGM”) of INFORMATICS EDUCATION LTD. (the “Company”) will be held at Enabling Village, UOB Ability Hub Hall 1, 20 Lengkok Bahru, Singapore 159053 on Thursday, 18 July 2019 at 2.00 p.m. to transact the following businesses:

As Ordinary Business

- To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2019 and the Auditors’ Report thereon. **(Resolution 1)**
- To approve the payment of Directors’ Fees of S\$50,000 for the financial year ended 31 March 2019 (2018: S\$47,500). **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 75 of the Company’s Constitution:
 - Professor Lai Kim Fatt [See Explanatory Note (a)] **(Resolution 3)**
 - Mr Yeap Beng Swee, Philip [See Explanatory Note (b)] **(Resolution 4)**To record the retirement of Ms Ho Seok Khen as a Director pursuant to Article 71 of the Company’s Constitution at the conclusion of the AGM [See Explanatory Note (c)]
- To re-appoint Ernst & Young LLP as Auditors of the Company for the financial year ending 31 March 2020 and to authorise the Directors to fix their remuneration. **(Resolution 5)**

As Special Business

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

5. General Mandate to Directors to issue Shares

“That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

- (a) issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise, and / or
- (b) make or grant offers, agreements or options 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 (collectively, “Instruments”),

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

- (2) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the Authority was in force, provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) (the “Share Issues”) does not exceed 50% of the total number of the issued Shares (excluding treasury Shares and subsidiary holdings of the Company) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution and any adjustment effected under any relevant Instrument) shall not exceed 20% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) (as calculated in accordance with paragraph (ii) below);

- (ii) (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 (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) at the time this Resolution is passed, after adjusting for:

- (a) new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting as at the time this Resolution is passed; and
- (b) any subsequent bonus issue or consolidation or subdivision of shares;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (d)]

(Resolution 6)

BY ORDER OF THE BOARD

Ms Lo Swee Oi
Company Secretary
3 July 2019

Explanatory Notes:

(a) Professor Lai Kim Fatt, if re-elected, will remain as the Chairman of the Remuneration & Strategic Human Resource Committee and Nominating Committee and Member of the Audit & Risk Management Committee. He is considered an Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Professor Lai can be found under the section entitled “Additional Information on Director Seeking Re-election” on page 120 of 2019 Annual Report of the Company.

(b) Mr Yeap Beng Swee, Philip, if re-elected, will remain as the Chairman of the Audit & Risk Management Committee and Member of the Remuneration & Strategic Human Resource Committee and Nominating Committee. He is considered an Independent Director pursuant to Rule 704(8) of the Listing Manual of SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr Philip Yeap can be found under the section entitled “Additional Information on Director Seeking Re-election” on page 120 of 2019 Annual Report of the Company.

(c) Ms Ho Seok Khen, who is retiring by rotation at the AGM pursuant to Article 71 of the Company’s Constitution, has expressed her intention to retire at the AGM and will not be seeking re-election.

(d) Resolution 6, if passed, will empower the Directors to issue Shares and/or to issue Shares and Instruments of the Company up to a number not exceeding 50% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) of which up to 20% may be issued other than on a pro rata basis to shareholders. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) is based on the Company’s total number of issued Shares (excluding treasury Shares and subsidiary holdings of the Company) at the time that Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, or the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when that Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

1. The Chairman of this AGM will be exercising his right under Article 56 of the Company’s Constitution to demand a poll in respect of each of the resolutions to be put to the vote of members at the AGM and at any adjournment thereof. Accordingly, each resolution at the AGM will be voted on by way of a poll.

2. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.

A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member (which number and class of shares shall be specified). In such an event, such member shall submit a list of its proxies together with the information required in the proxy form to the Company.

“Relevant Intermediary” means:

- (I) a banking corporation licensed under the Banking Act of Singapore (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

- (II) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act of Singapore (Chapter 289), and who holds shares in that capacity; or

- (III) the Central Provident Fund Board established by the Central Provident Fund Act of Singapore (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

3. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy.

4. If the appointor is a corporation, the instrument appointing a proxy must be executed under its seal or the hand of its duly authorised officer or attorney.

5. The instrument of proxy must be deposited at the registered office of the Company at 100 Victoria Street, #13-01/02 National Library Building, Singapore 188064 (Attention: Company Secretary) at least 48 hours before the time of the meeting.

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) for the purpose of the processing and administration by the Company (or its agents) of proxies and 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) 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), 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) 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.

Photographic, sound and/or video recordings of the above meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

In addition, the Company may upon the request of any shareholder, provide such shareholder with a copy of the minutes of the above meeting which may contain member’s personal data as explained above. By participating in the meeting, raising any questions and/or proposing/seconding any motion, a member will be deemed to have consented to have his personal data recorded and dealt with the purposes and in the manner explained above.