



OXLEY HOLDINGS LIMITED

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(Incorporated in the Republic of Singapore)
(Company Registration No. 201005612G)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OXLEY HOLDINGS LIMITED (the "**Company**") will be held by electronic means on Thursday, 27 October 2022 at 2.00 pm for the following purposes:-

AS ORDINARY BUSINESS

Resolution 1

1. To receive and adopt the audited financial statements for the financial year ended 30 June 2022, together with the Statement by Directors and Independent Auditor's Report.

Resolution 2

2. To declare a final one-tier tax exempt dividend of \$0.0025 per ordinary share for the financial year ended 30 June 2022.

Resolution 3

3. To re-elect Mr Ching Chiat Kwong who is retiring pursuant to Regulation 106 of the Company's Constitution (the "**Constitution**") and who, being eligible, offers himself for re-election as a Director.

[see Explanatory Note (i)]

Resolution 4

4. To re-elect Mr Shawn Ching Wei Hung who is retiring pursuant to Regulation 106 of the Constitution and who, being eligible, offers himself for re-election as a Director.

[see Explanatory Note (i)]

Resolution 5

5. To approve the payment of Directors' fees of \$202,460 for the financial year ending 30 June 2023, to be paid quarterly in arrears. [FY2022: \$202,460]

Resolution 6

6. To re-appoint RSM Chio Lim LLP as the Company's Independent Auditor and to authorise the Directors to fix their remuneration.
7. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

Resolution 7

8. Subject to and contingent upon the passing of Resolution 8 by members of the Company, excluding the Directors, the Chief Executive Officer and their respective associates (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**")), to approve the continued appointment of Mr Lim Yeow Hua @ Lim You Qin as an independent Director, such approval to remain in force until the retirement or resignation of Mr Lim Yeow Hua @ Lim You Qin as a Director or the conclusion of the third annual general meeting of the Company following the passing of this Resolution, whichever is the earlier.

[see Explanatory Note (i)]

Resolution 8

9. Subject to and contingent upon the passing of Resolution 7 by members of the Company, to approve the continued appointment of Mr Lim Yeow Hua @ Lim You Qin as an independent Director, with the Directors, the Chief Executive Officer and their respective associates (as defined in the Listing Manual) abstaining from voting, such approval to remain in force until the retirement or resignation of Mr Lim Yeow Hua @ Lim You Qin as a Director or the conclusion of the third annual general meeting of the Company following the passing of this Resolution, whichever is the earlier.

[see Explanatory Note (i)]

Mr Lim Yeow Hua @ Lim You Qin will, upon continued appointment as an independent Director, remain as a member of the Audit Committee and will be considered to be independent for the purpose of Rule 704(8) of the Listing Manual.

Resolution 9

10. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-

"Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act 1967 and 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) (i) allot and issue 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 that:-

- (1) the aggregate number of shares to be issued pursuant to this authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does 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) ("**Issued Shares**"), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the total number of Issued Shares;
- (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 percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for:-
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time this authority is given, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- (ii) any subsequent bonus issue, consolidation or sub-division of shares;

- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of 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
- (4) (unless revoked or varied by the Company in general meeting) this authority 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 (ii)]

Resolution 10

11. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-

"Authority to allot and issue shares under Oxley Holdings Limited Scrip Dividend Scheme

That pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the Oxley Holdings Limited Scrip Dividend Scheme."

[See Explanatory Note (iii)]

Resolution 11

12. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-

"Renewal of mandate for interested person transactions

That approval be and is hereby given for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited for the renewal of the mandate (the "**Shareholders' Mandate**") for the Company and its subsidiaries to enter into any of the transactions falling within the types of interested person transactions as described in Appendix I to the Annual Report 2022 ("**Appendix I**") with the interested person described in Appendix I, provided that such transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders and in accordance with the guidelines and procedures as set out in Appendix I and that the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this Resolution."

[See Explanatory Note (iv)]

Resolution 12

13. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-

"Share purchase mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the "**Companies Act**"), the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares ("**Shares**") in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

- (ii) off-market purchases (each an **"Off-Market Purchase"**) effected otherwise than on the SGX-ST in accordance with any equal access scheme as may be determined or formulated by the directors of the Company as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the **"Share Purchase Mandate"**);

- (b) the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or
 - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;

- (c) in this Resolution:

"Prescribed Limit" means 5% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, unless the Company has reduced its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings);

"Relevant Period" means the period commencing from the date of the passing of this Resolution and expiring on the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase : 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase : 120% of the Average Closing Price,

where:

"Average Closing Price" is the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five-Market Day period and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"Market Day" means a day on which the SGX-ST is open for trading in securities; and

- (d) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.”

[See Explanatory Note (v)]

BY ORDER OF THE BOARD

Jaslyn Leong
Company Secretary
Singapore
11 October 2022

Explanatory Notes:-

- (i) Detailed information on Mr Ching Chiat Kwong, Mr Shawn Ching Wei Hung and Mr Lim Yeow Hua @ Lim You Qin can be found under the sections, “Our Board of Directors”, “Corporate Governance Report” and “Additional Information on Directors Seeking Re-election or Continued Appointment”, of the Company’s Annual Report 2022.

Rule 210(5)(d)(iii) of the Listing Manual, which takes effect from 1 January 2022, provides that a director who has been a director for an aggregate period of more than nine years (whether before or after listing) will not be independent unless his continued appointment as an independent director has been approved in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding the directors and the chief executive officer of the company, and associates of such directors and chief executive officer. Such resolutions may remain in force until the earlier of (X) the retirement or resignation of the director, or (Y) the conclusion of the third annual general meeting of the company following the passing of the resolutions.

Mr Lim Yeow Hua @ Lim You Qin will have served as an independent Director of the Company for more than nine years before the next annual general meeting in October 2023. Ordinary Resolutions 7 and 8 are proposed to seek approval by way of the two-tier voting process required under Rule 210(5)(d)(iii) of the Listing Manual for the continued appointment of Mr Lim Yeow Hua @ Lim You Qin as an independent Director.

- (ii) Ordinary Resolution 9, if passed, will empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of 20% for issues other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time Ordinary Resolution 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time Ordinary Resolution 9 is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual, and (b) any subsequent bonus issue, consolidation or sub-division of shares. Such authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.
- (iii) Ordinary Resolution 10, if passed, will empower the Directors to issue shares in the capital of the Company pursuant to the Oxley Holdings Limited Scrip Dividend Scheme (the “**Scheme**”) if the Company decides to apply the Scheme to any dividend declared by the Company (including the final one-tier tax exempt dividend of \$0.0025 per ordinary share for the financial year ended 30 June 2022, if approved by the shareholders). Such authority will, unless previously revoked or varied at a general meeting, expire at the date of the next annual general meeting of the Company.

- (iv) Ordinary Resolution 11, if passed, will renew the shareholders' mandate for the Company and its subsidiaries to enter into certain transactions with an interested person (further details are set out in Appendix I to the Annual Report 2022). Such mandate will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.
- (v) Ordinary Resolution 12 will renew the mandate to permit the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions of the Resolution. Further details are set out in Appendix II to the Annual Report 2022.

Notes:-

General

1. The Annual General Meeting ("**AGM**") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Annual Report 2022 will not be sent to members but will be published on the SGX website at www.sgx.com/securities/company-announcements and on the Company's website at www.oxley.com.sg.
2. Alternative arrangements relating to participation in the AGM proceedings via electronic means, submission of questions in advance of the AGM or during the AGM, and voting during the AGM or by appointing the Chairman of the Meeting as proxy at the AGM, are set out below.

Participation in the AGM proceedings

3. Members will not be able to attend the AGM in person. Members who wish to attend the AGM via electronic means must pre-register themselves or their appointed proxies at <https://septusasia.com/oxleyagm2022> by **2.00 p.m. on 24 October 2022** to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.
4. Following the verification, authenticated members and proxies will receive an email by 2.00 p.m. on 26 October 2022. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the AGM proceedings. Members and proxies who have registered by the deadline on 24 October 2022, but do not receive an email by **2.00 p.m. on 26 October 2022**, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. via email at oxleyagm2022@boardroomlimited.com and provide their full name and identification/registration number.
5. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to participate in the AGM proceedings via electronic means or submit questions in advance of the AGM, should contact their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) as soon as possible in order to make the necessary arrangements for them to do so.
6. A Depositor shall not be regarded as a member of the Company entitled to participate in the AGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at 72 hours before the AGM.

Submission of questions

7. Members and proxies who have registered and been authenticated will be able to ask questions relating to the resolutions to be tabled for approval at the AGM during the AGM by submitting text-based questions through the live chat function on the webcast platform. The Company will endeavour to address such questions during the AGM.

8. Members can also submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner:
- (a) via the pre-registration website at <https://septusasia.com/oxleyagm2022>;
 - (b) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
 - (c) by electronic mail to oxleyagm2022@boardroomlimited.com,

in each case, to be received no later than **5.00 p.m. on 19 October 2022**.

If the questions are submitted by post or electronic mail, the member's full name and identification/ registration number must be included for verification purposes, failing which the submission will be treated as invalid.

9. The Company will address substantial and relevant questions which are submitted in advance of the AGM by publishing the responses to the questions on SGXNet and the Company's website at least 48 hours before the closing date and time for the lodgement of the proxy forms for the AGM.

Voting

10. Members (whether individual or corporate) who wish to exercise their voting rights at the AGM may cast their votes remotely in real-time during the AGM or appoint proxies to vote on their behalf remotely in real-time during the AGM. Members may also appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM. The proxy form for the AGM is available on the SGX website at www.sgx.com/securities/company-announcements and on the Company's website at www.oxley.com.sg.
11. Unless otherwise permitted under the Companies Act 1967, a member of the Company entitled to attend and vote at the AGM may appoint not more than two proxies to attend and vote instead of him. A proxy (including the Chairman of the Meeting as proxy) need not be a member of the Company. A member who is a relevant intermediary (as defined in the Companies Act 1967) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
12. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the proxy form. Where a member appoints the Chairman of the Meeting as his proxy, he must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
13. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (including those who hold shares under the Central Provident Fund Investment Scheme and/ or the Supplementary Retirement Scheme) and who wish to participate in the AGM proceedings via electronic means or to appoint proxies to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their instructions by **14 October 2022**, to enable their respective relevant intermediaries to submit proxy forms so that they are received no later than **2.00 p.m. on 24 October 2022**.
14. A member who wishes to submit a proxy form to appoint a proxy or proxies (including the Chairman of the Meeting as proxy) must first download, complete and sign the proxy form, before submitting it:
- (a) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) by electronic mail to oxleyagm2022@boardroomlimited.com,

in either case, to be received no later than **2.00 p.m. on 24 October 2022**, failing which the proxy form will be treated as invalid. Members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:-

By submitting an instrument appointing a proxy or proxies and/or representatives 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.