

RECLAIMS GLOBAL LIMITED

(Company Registration No. 201834755M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Reclaims Global Limited (the "**Company**") will be held by electronic means on Friday, 27 May 2022 at 1.00 p.m. (of which there will be a live webcast) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Statement by Directors and the Audited Financial Statements for the financial year ended 31 January 2022 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Chang Chi Hsung who is retiring pursuant to Regulation 105 of the Constitution of the Company. **(Resolution 2)**
See Explanatory Note (i)
3. To re-elect Ms Lim Hui Chee who is retiring pursuant to Regulation 105 of the Constitution of the Company. **(Resolution 3)**
See Explanatory Note (ii)
4. To re-elect Mr Tan Heok Ping Joshua who is retiring pursuant to Rule 720(4) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited. **(Resolution 4)**
See Explanatory Note (iii)
5. To approve the payment of Directors' Fees of S\$88,000 for the financial year ending 31 January 2023, to be paid half yearly in arrears. (FY2022: S\$84,000) **(Resolution 5)**
6. To re-appoint Messrs RSM Chio Lim LLP as the Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

8. **Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act 1967 ("**Companies Act**") and the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**"), 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 ("**Shares**") 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company 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 one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (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 fifty per cent (50%) 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;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Adjustments in accordance with sub-paragraphs (2)(i) and (2)(ii) above 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 Directors of the Company shall comply with the provisions of the Catalist Rules 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. **(Resolution 7)**

See Explanatory Note (iv)

9. Renewal of the General Mandate for Interested Person Transactions

That for the purposes of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the renewal of the general mandate as described in the appendix to this Notice of AGM (the "**Appendix**"), permitting the Entities at Risk (as defined in the Appendix) to enter into any Mandated Transactions (as defined in the Appendix) with the Mandated Interested Persons (as defined in the Appendix), provided that such Mandated Transactions are carried out on normal commercial terms which are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the guidelines and review procedures for Mandated Transactions as set out in the Appendix (the "**IPT General Mandate**");
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and

RECLAIMS GLOBAL LIMITED

(Company Registration No. 201834755M)
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NOTICE OF ANNUAL GENERAL MEETING

- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the IPT General Mandate as they may think fit. **(Resolution 8)**

See Explanatory Note (v)

BY ORDER OF THE BOARD

Toh Yang Wee
Wong Yoen Har
Company Secretaries

Singapore, 5 May 2022

Explanatory Notes:

- (i) Ordinary Resolution 2 in item 2 above is to re-elect Mr Chang Chi Hsung who is retiring pursuant to Regulation 105 of the Constitution of the Company. Mr Chang Chi Hsung will, upon re-election as Director of the Company, remain as member of Audit Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- (ii) Ordinary Resolution 3 in item 3 above is to re-elect Ms Lim Hui Chee who is retiring pursuant to Regulation 105 of the Constitution of the Company. Ms Lim Hui Chee will, upon re-election as Director of the Company, remain as Chairperson of Nominating Committee and member of Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- (iii) Ordinary Resolution 4 in item 4 above is to re-elect Mr Tan Heok Ping Joshua who is retiring pursuant to Rule 720(4) of the Catalist Rules. Mr Tan Heok Ping Joshua will, upon re-election as Director of the Company, remain as Chairperson of Remuneration Committee and member of Nominating Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on the Directors who are proposed to be re-appointed as Directors of the Company can be found under sections "Board of Directors" and "Additional Information on Directors Seeking Re-Election" in the Annual Report for the financial year ended 31 January 2022.

- (iv) Ordinary Resolution 7 in item 8 above, if passed, will empower the Directors from the date of the above AGM until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.
- (v) Ordinary Resolution 8 in item 9 above, if passed, will authorise the Entities at Risk to enter into the Mandated Transactions with the Mandated Interested Persons which are recurring in the financial year and will empower the Directors of the Company to do all acts necessary to give effect to the IPT General Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company. Please refer to the Appendix for more information on the IPT General Mandate.

NOTICE OF ANNUAL GENERAL MEETING

Measures to Minimise Risk of Community Spread of COVID-19

Pursuant to the COVID-19 (Temporary Measures) Act 2020 released on 7 April 2020 and COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time), the AGM of the Company will be held by way of electronic means and members of the Company will not be able to attend the AGM in person.

The proceedings of this AGM will be broadcasted "live" through a live webcast and live audio feed (the "**Live AGM Webcast**" or "**Live AGM Audio Feed**") which will take place on Friday, 27 May 2022 at 1.00 p.m.. **Shareholders will be able to watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed, and the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.**

Shareholders will be able to participate in the AGM in following manner set out in the paragraphs below.

Live AGM Webcast and Live AGM Audio Feed:

1. Shareholders may watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed. To do so, shareholders will need to pre-register at <https://septusasia.com/reclaimsfy2022agm> (the "**Registration Link**") by 1.00 p.m. on 24 May 2022 (the "**Registration Deadline**") to enable the Company to verify their status.
2. Following verification, authenticated shareholders will receive an email by 5.00 p.m. on 26 May 2022 containing a link to access the Live AGM Webcast or the Live AGM Audio Feed of the AGM proceedings.
3. Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast or the Live AGM Audio Feed.
4. Shareholders who have registered by the Registration Deadline but did not receive an email response by 5.00 p.m. on 26 May 2022 may contact the Company by email at agm@reclaims.sg for assistance.

Submission of Proxy Forms to Vote:

1. **Shareholders will not be able to vote online or through the Live AGM Webcast or the Live AGM Audio Feed on the resolutions to be tabled for approval at the AGM. Shareholders who wish to exercise their votes must submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.**
2. Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
3. The Chairman of the AGM, as proxy, need not be a shareholder of the Company.
4. 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 Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) email to agm@reclaims.sg.

as soon as possible, in either case, to arrive (a) by post to the office of the Company's Share Registrar at the above address, or (b) by email to an email address as mentioned, no later than 1.00 p.m. on 24 May 2022, being 72 hours before the time fixed for the AGM.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email in view of the current COVID-19 situation and the related safe distancing measures.

NOTICE OF ANNUAL GENERAL MEETING

- Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including investors under the Supplementary Retirement Scheme ("**SRS Investors**"), who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their SRS Operators to submit their voting instructions at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on 17 May 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by 1.00 p.m. on 24 May 2022.

Submission of Questions in Advance:

- Please note that shareholders will not be able to ask questions at the AGM during the Live AGM Webcast or the Live AGM Audio Feed, and therefore it is important for shareholders to pre-register their participation in order to be able to submit their questions in advance of the AGM.**
- Shareholders may submit questions relating to the items on the agenda of the AGM by 5.00 p.m. on 12 May 2022:
 - via the Registration Link;
 - in hard copy by mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - by email to agm@reclaims.sg.
- A shareholder who wishes to submit the questions in hard copy by mail is required to indicate the full name (for individuals)/company name (for corporates), NRIC/Passport No./Company Registration No., email address, contact number, shareholding type and number of shares held together with their submission, before submitting it by post to the address provided.
- The Company will endeavour to address the substantial and relevant questions via an announcement on the SGXNET before the AGM by **20 May 2022**. The minutes of the AGM will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM.

Investors who hold Shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act):

- Such investors (including SRS Investors) who wish to participate in the AGM by:
 - observing or listening to the AGM proceedings contemporaneously via the Live AGM Webcast or the Live AGM Audio Feed;
 - submitting questions in advance of the AGM; and/or
 - voting by appointing the Chairman of the AGM as proxy at the AGM,should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the AGM.

In view of the constantly evolving COVID-19 situation, shareholders should note that the manner of conduct of the AGM may be subject to further changes at short notice. The Company may take any precautionary measures which may be required or recommended by the government agencies to minimise the risk of spread of COVID-19 for conducts of meetings. Shareholders are advised to check SGXNET and the Company's website regularly for updates.

The Company wishes to thank all shareholders for their patience and co-operation in enabling the Company to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

RECLAIMS GLOBAL LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Personal data privacy:

By (i) submitting an instrument appointing a proxy and/or representative to attend and vote at the AGM and/or any adjournment thereof or (ii) submitting details for the registration to observe the proceedings of the AGM via the Live AGM Webcast or the Live AGM Audio Feed, or (iii) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data and/or its representative's by the Company (or its agents or service providers) for the following purposes:

- (a) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy 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);
- (b) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (c) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (d) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its representative'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 abovementioned 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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice. The contact person for the Sponsor is Ms Lee Khai Yinn, at 1 Robinson Road #21-00 AIA Tower Singapore 048542, Telephone: +65 6232 3210.*