



ACCRELIST LTD.

Registration No.: 198600445D
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at 10 Ubi Crescent, #02-07, Ubi Techpark Lobby A, Singapore 408564 on Wednesday, 31 July 2024 at 1:00 p.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2024, together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$180,000 for the financial year ending 31 March 2025, to be paid semi-annually in arrears (FY2024: S\$180,000). **(Resolution 2)**
- To note the retirement of Mr Ng Li Yong, who is retiring in accordance with Regulation 91 of the Company's Constitution, as a Director of the Company **(Resolution 3)**
- To re-elect Mr Chin Sek Peng, who is retiring in accordance with Regulation 97 of the Company's Constitution, as a Director of the Company **(Resolution 4)**
- To re-elect Mr Chong Eng Wue, who is retiring in accordance with Regulation 97 of the Company's Constitution, as a Director of the Company **(Resolution 5)**
- To re-appoint Moore Stephens LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other business that may be transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

8. Ordinary Resolution: Authority to allot and issue shares

"THAT pursuant to Section 161 of the Companies Act 1967 of Singapore ("Companies Act") and subject to Rule 806 of the Listing Manual Section B: Rule of Catalyst ("Catalist Rules") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to:

- allot and issue shares in the capital of the Company ("Shares") whether by way of bonus issue, rights issue or otherwise; and/or
- 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; and/or

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 (notwithstanding 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 this Resolution was in force, provided that:

- 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) shall not exceed 100% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
- (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 total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 Adjustments in accordance with sub-paragraphs (ii)(a) and (ii)(b) 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.
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), the Companies Act 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 by the date by which the next annual general meeting of the Company is required by law to be held, or the date such authority is varied or revoked by the Company in a general meeting, whichever is the earliest." **(Resolution 6)**

9. Ordinary Resolution: Proposed Renewal of the Share Buyback Mandate

"THAT: (a) for the purposes of the Sections 76C and 76E of the Companies Act, the Directors of the Company be authorised to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (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:

- on-market purchase(s) (each a "Market Purchase"), transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - off-market purchase(s) (each an "Off-Market Purchase") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act; and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the shareholders of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- the date on which the next AGM is held or required by law to be held;
 - the date on which the share buybacks are carried out to the full extent mandated; or
 - the date on which the authority contained in the Share Buyback Mandate is varied or revoked.
- (d) in this Resolution:

"Maximum Percentage" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding treasury shares and subsidiary holdings that may be held by the Company from time to time);

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

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related expenses of the purchase) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Price; and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price; and

where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares were transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of making the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five (5)-Market Day period and the day on which the purchases are made;

"date of making the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, 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;

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

- any of the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation; to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution." **(Resolution 7)**

10. Ordinary Resolution: Authority to grant awards and issue shares under the Accrelist Performance Share Plan 2023 ("Accrelist PSP 2023")

"That the Directors of the Company be and are hereby authorised:

- to grant award of shares under the Accrelist PSP 2023 ("Awards") in accordance with the provisions of the Accrelist PSP 2023 and pursuant to Section 161 of the Companies Act 1967 of Singapore ("Companies Act"), and
- to allot and issue, transfer and/or deliver from time to time such number of fully paid-up shares in the capital of the Company ("Shares") as may be required to be issued or delivered pursuant to the vesting of Awards provided that the aggregate number of Shares available pursuant to the Accrelist PSP 2023 (including any other share option schemes of the Company), shall not exceed ten per cent (10%) of the total issued Shares of the Company (excluding any treasury shares and subsidiary holdings) from time to time." **(Resolution 8)**

BY ORDER OF THE BOARD

Loh Eng Lock Kelvin
Vanessa Poon
Joint Company Secretaries
Singapore,
16 July 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 16 July 2024 issued by Accrelist Ltd. ("Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Accrelist Ltd. (the "Company") will be held at 10 Ubi Crescent, #02-07, Ubi Techpark Lobby A, Singapore 408564, on 7 August 2024 at 01:30PM for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions:

SPECIAL RESOLUTION 1: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:

- the regulations contained in the New Constitution as set out in Appendix 2 to the Circular be approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- the Directors 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 this Special Resolution.

SPECIAL RESOLUTION 2: THE PROPOSED ALTERATION TO THE OBJECTS CLAUSE

THAT SUBJECT TO AND CONDITIONAL UPON SPECIAL RESOLUTION 1 BEING PASSED AND EFFECTIVE:

- the existing objects clause of the Existing Constitution as reproduced in Appendix 3 of the Circular be deleted completely and substituted therefor the following Regulation 4, as set out in Appendix 2 of the Circular, which shall be incorporated into the New Constitution as incorporated from the existing provisions of the Existing Constitution, to be adopted by Special Resolution 1:
 - Subject to the provisions of the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any other written law and this Constitution, the Company has:
 - full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
 - for these purposes, full rights, powers and privileges.
 - Subject to the provisions of the Act, any branch or kind of business which by this Constitution is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.
- the Directors 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 this Special Resolution 2.

By Order of the Board

Terence Tea Yeok Kian
Executive Chairman and Managing Director
16 July 2024

NOTE:

The Notice of Annual General Meeting and Extraordinary General Meeting above exhibits the main information only. Shareholders may obtain a full version of the Notice together with Explanatory Notes, Notes and Personal Data Privacy Disclaimer from SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL <https://www.accrelist.com>.