

CIRCULAR DATED 5 SEPTEMBER 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by REVEZ Corporation Ltd. (the “Company”). If you are in doubt about its contents or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other independent professional advisers immediately.

Unless otherwise defined, capitalised terms appearing on the cover of this Circular bear the same meanings ascribed to them in the section entitled “Definitions” of this Circular.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting (“**Notice of EGM**”) and the attached proxy form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM and the attached proxy form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s) which are not deposited with the CDP, you should at once forward this Circular with the Notice of EGM and the attached proxy form immediately to the purchaser or transferee, or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”).

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.

REVEZ

REVEZ CORPORATION LTD.

(Company Registration Number 201119167Z)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED SUBSCRIPTION OF UP TO 14,155,986 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF THE COMPANY AT A SUBSCRIPTION PRICE OF S\$0.1050 PER SHARE BY CHNG HEOW HO @ VICTOR CHNG

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	17 September 2023 (Sunday) at 10.00 a.m. (Singapore Time)
Date and time of Extraordinary General Meeting	:	20 September 2023 (Wednesday) at 10.00 a.m. (Singapore Time)
Place of Extraordinary General Meeting	:	101 Seletar Club Road, Seletar Country Club, Singapore 798273

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CORPORATE INFORMATION

Directors of the Company	:	Mr. Lim Yeow Hua (<i>Board Chairman and Independent, Non-Executive Director</i>) Mr. Lim Soon Tong (<i>Independent and Non-Executive Director</i>) Mr. Chew Eng Seng (<i>Independent and Non-Executive Director</i>) Mr. Tan Kim Swee Bernard (<i>Non-Independent and Non-Executive Director</i>) Ms. Jennifer Zhang Dan (<i>Executive Director</i>)
Company Secretaries	:	Lai Kuan Loong, Victor Gwendolin Lee Soo Fern CitadelCorp Pte. Ltd. 20 Collyer Quay #11-07 Singapore 049319
Registered Office of the Company	:	20 Collyer Quay #11-07 Singapore 049319
Sponsor	:	UOB Kay Hian Private Limited 8 Anthony Road, #01-01 Singapore 229957
Legal Adviser to the Company as to Singapore law in relation to this Circular	:	Virtus Law LLP 8 Marina Boulevard, #29-01 Marina Bay Financial Centre Tower 1 Singapore 018981
Auditors	:	Moore Stephens LLP 10 Anson Road, #29-15 International Plaza Singapore 079903
Share Registrar	:	Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue Keppel Bay Tower, #14-07 Singapore 098632

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout the Circular:

- “ALA”** : The additional listing application to the SGX-ST made by the Company through its sponsor, UOB Kay Hian Private Limited, for the listing of and quotation for the Subscription Shares on the Catalist
- “associate”** : (a) In relation to any individual, including a Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- i. his immediate family;
 - ii. the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - iii. any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Board” or “Directors”** : The board of Directors of the Company as at the Latest Practicable Date
- “Catalist”** : The sponsor-supervised listing platform of the SGX-ST
- “Catalist Rules”** : Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 5 September 2023
- “Companies Act”** : The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
- “Company”** : REVEZ Corporation Ltd.

DEFINITIONS

“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
“Diversification”	:	Has the same meaning ascribed to it in paragraph 4.1 of this Circular
“EGM”	:	The extraordinary general meeting of the Company, to be convened and held, notice of which is set out on pages N-1 to N-3 of this Circular
“FY”	:	Financial year ended 31 December
“FY2022”	:	Financial year ended 31 December 2022
“Group”	:	The Company and its subsidiaries, collectively and each a “Group Company”
“Healthcare Business”	:	Has the same meaning ascribed to it in paragraph 4.1 of this Circular
“Latest Practicable Date”	:	The latest practicable date prior to the printing of this Circular, being 29 August 2023
“LPS”	:	Consolidated loss per Share
“Issue Price”	:	The issue price of S\$0.1050 for each Subscription Shares
“NAV”	:	Net asset value
“Net Proceeds”	:	The net proceeds of approximately S\$1,411,379 to be raised by the Company from the Proposed Subscription (after deducting estimated expenses of S\$75,000)
“Notice of EGM”	:	The notice of EGM as set out on pages N-1 to N-3 of this Circular, for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions as set out therein
“NTA”	:	Net tangible assets
“Proposed Subscription”	:	The proposed subscription by the Subscriber and issuance by the Company of an aggregate of up to 14,155,986 new Shares at the Issue Price of S\$0.1050 per Share

DEFINITIONS

“Securities Account”	:	Securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	The Singapore Exchange Securities Trading Limited
“Shareholders”	:	The registered holders of Shares in the register of members of the Company, except that where the registered holder is the CDP, the term “Shareholders” shall, in relation to such Shares, mean the Depositors into whose Securities Accounts those Shares are credited
“Shares”	:	The ordinary shares in the capital of the Company
“Sponsor”	:	UOB Kay Hian Private Limited
“Subscriber”	:	Chng Heow Ho @ Victor Chng
“Subscription Agreement”	:	The subscription agreement dated 14 August 2023 entered into between the Company and the Subscriber in respect of the Proposed Subscription
“Substantial Shareholder”	:	A person (including a corporation) who has an interest or interests in one or more voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares (excluding treasury shares) in the Company
“Subscription Shares”	:	An aggregate of up to 14,155,986 new Shares at the Issue Price

Currency, Units and Others

“%”	:	Percentage or per centum
“S\$” and “Singapore cents”	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore

Depositors. The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Headings. The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

DEFINITIONS

References. Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Rounding. Any discrepancies in figures included in this Circular between the amounts listed and the totals are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

Statutes. Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA or the Catalist Rules or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA or the Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

Subsidiaries. The terms “subsidiaries” shall have the meaning ascribed to it in Section 5 of the Companies Act.

Time and date. Any reference to a time of day and date in this Circular is made by reference to Singapore time and date, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

REVEZ CORPORATION LTD.

(Company Registration Number 201119167Z)
(Incorporated in the Republic of Singapore)

Directors

Mr. Lim Yeow Hua (*Board Chairman and Independent, Non-Executive Director*)
Mr. Lim Soon Tong (*Independent and Non-Executive Director*)
Mr. Chew Eng Seng (*Independent and Non-Executive Director*)
Mr. Tan Kim Swee Bernard (*Non-Independent and Non-Executive Director*)
Ms. Jennifer Zhang Dan (*Executive Director*)

Registered Office

20 Collyer Quay
#11-07
Singapore 049319

5 September 2023

To: The Shareholders of **REVEZ CORPORATION LTD.**

Dear Sir/Madam,

THE PROPOSED SUBSCRIPTION OF UP TO 14,155,986 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF THE COMPANY AT A SUBSCRIPTION PRICE OF S\$0.1050 PER SHARE BY CHNG HEOW HO @ VICTOR CHNG

1. INTRODUCTION

1.1. Announcement

On 14 August 2023, the Company announced that the Company had on 14 August 2023, entered into a subscription agreement (“**Subscription Agreement**”) with Chng Heow Ho @ Victor Chng (the “**Subscriber**”) for the subscription by the Subscriber and the issuance by the Company of 14,155,986 new Shares in the capital of the Company (“**Subscription Shares**”) at the issue price (“**Issue Price**”) of S\$0.1050 per Subscription Share (the “**Proposed Subscription**”).

1.2. Extraordinary General Meeting

The board of directors (the “**Board**” or “**Directors**”) of REVEZ Corporation Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”), are convening the Extraordinary General Meeting (“**EGM**”) at 10.00 a.m. on 20 September 2023 (Wednesday) at 101 Seletar Club Road, Seletar Country Club, Singapore 798273 to seek Shareholders’ approval for the Proposed Subscription.

1.3. Circular

The purpose of this Circular is to provide Shareholders with information relating to the ordinary resolution relating to the Proposed Subscription set out in the Notice of EGM to ensure that Shareholders will be in a position to make an informed decision in respect of the Proposed Subscription at the EGM. The resolution(s) to be tabled at the EGM are set out in the Notice of EGM on pages N-1 to N-3 of this Circular.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made in this Circular.

LETTER TO SHAREHOLDERS

2. INFORMATION ON THE SUBSCRIBER

- 2.1. The Subscriber, Chng Heow Ho @ Victor Chng, is a private investor and is the father of Chng Choon Loong, Eugene, a Substantial Shareholder of the Company, who introduced him to the Company.
- 2.2. As at the Latest Practicable Date, Chng Choon Loong, Eugene holds 24,499,500 Shares representing 9.83% of the existing share capital of the Company. The Subscriber is considered an “associate” of Chng Choon Loong, Eugene and will thus fall within the list of persons stated in Rule 812(1) of the Catalist Rules.
- 2.3. Rule 812(1)(b) read with Rule 812(2) of the Catalist Rules provides, *inter alia*, that an issuer must not place securities to the immediate family members (includes spouse, child, adopted child, step-child, sibling and parent) of a Substantial Shareholder unless specific shareholder approval for such placement has been obtained. As such, the Proposed Subscription is subject to the approval of the Shareholders. Chng Choon Loong, Eugene and his associates will abstain from voting on the resolution approving the Proposed Subscription.
- 2.4. For the avoidance of doubt, Chng Choon Loong, Eugene is not a director, chief executive officer, or controlling shareholder (being a person who holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company, or in fact exercises control over the Company) of the Company. As such, the Subscriber is not an “interested person” as defined under Rule 904(4) of the Catalist Rules and the Proposed Subscription is not an interested person transaction under Chapter 9 of the Catalist Rules.
- 2.5. As at the Latest Practicable Date, the Subscriber does not hold any Shares or warrants in the Company. He has also confirmed that he is not subscribing for the Subscription Shares as an agent for or otherwise on behalf of any other person or entity and is subscribing for the Subscription Shares solely for his own beneficial account and not with a view to another person acquiring an interest in the Subscription Shares. The Subscriber has also confirmed that he will not be holding the Subscription Shares in trust or as a nominee. The Subscriber is not deemed interested in the Shares held by Chng Choon Loong, Eugene and vice versa.
- 2.6. The Subscriber has further confirmed that he is subscribing for the Subscription Shares purely for investment purposes only, and has no intention of influencing the management of, or exercising control over the Company, and save as provided in this Circular, is not acting in concert, as defined in The Singapore Code on Take-overs and Mergers, with any persons to obtain or consolidate control of the Company. No share borrowing arrangement has been entered into to facilitate the Proposed Subscription.

3. INFORMATION ON THE PROPOSED SUBSCRIPTION

3.1. Proposed Subscription

- 3.1.1 Pursuant to the Proposed Subscription, the Subscriber will be subscribing for 14,155,986 Shares for a consideration of S\$1,486,378.53. The Subscription Shares represent approximately 5.68% of the existing issued and paid-up share capital of the Company of 249,164,937 Shares as at the Latest Practicable Date and will represent approximately 5.38% of the enlarged issued and paid-up share capital of the Company of 263,320,923 Shares after the completion of the Proposed Subscription.

LETTER TO SHAREHOLDERS

- 3.1.2 No placement agent has been appointed in respect of the Proposed Subscription. The Subscriber expressed interest to invest in the Company for personal investment purposes. No introducer fee or commission was paid or is payable by the Company in connection with the Proposed Subscription.

3.2. Specific Share Issue Mandate

- 3.2.1 The issuance of the Subscription Shares to the Subscriber shall be pursuant to the specific approval of Shareholders being obtained for the issuance and allotment of the Subscription Shares at the EGM to be convened. For the avoidance of doubt, Chng Choon Loong, Eugene and his associates will abstain from voting on the resolution approving the Proposed Subscription.

- 3.2.2 There is no moratorium imposed on the Subscription Shares.

3.3. Principal Terms of the Subscription Agreement

3.3.1 Issue Price

The Issue Price represents a discount of approximately 2.3% to the volume weighted average price of S\$0.1075 per Share for trades done on the Catalist on 14 August 2023, being the full market day on which the Shares were traded up to the entry into the Subscription Agreement. The Issue Price was arrived at following arm's length negotiations between the Company and the Subscriber, taking into consideration the historical Share price and the financial position and prospects of the Company.

3.3.2 Conditions Precedent

Completion of the Proposed Subscription is conditional upon, *inter alia*, the following:

- (a) approval of the Shareholders having been obtained for the Proposed Subscription; and
- (b) the listing and quotation notice for the Subscription Shares on the Catalist from the SGX-ST ("LQN") being obtained and where the LQN is subject to conditions, (i) such conditions being reasonably acceptable to the parties; and (ii) if such conditions are required to be fulfilled on or before completion, such conditions having been fulfilled on or before such date, and the LQN remaining in full force and effect as of completion.

If any condition precedent under the Subscription Agreement is not satisfied on or before the cut-off date, being the date falling eight (8) weeks from the date of the Subscription Agreement, or such other date as may be agreed between the parties in writing, the Subscription Agreement will *ipso facto* cease and no party shall have any claim against the other party.

LETTER TO SHAREHOLDERS

3.3.3 Completion

Completion of the Proposed Subscription will take place on the date falling seven (7) business days from the date whereby all of the conditions precedent have been satisfied or waived (as the case may be) or such other date as may be agreed between the parties in writing.

3.3.4 Status of the Subscription Shares

The new Subscription Shares to be allotted and issued pursuant to the Proposed Subscription will be issued by the Company free from all charges, liens and other encumbrances and will, upon allotment and issue, rank *pari passu* with, and carry all rights similar to, the then existing issued Shares, except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the issue of such Subscription Shares.

3.3.5 Exemption from the Prospectus Requirement

The Proposed Subscription is made pursuant to the exemption under Section 272B of the SFA. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Subscription.

3.3.6 Additional Listing Application

An additional listing application to the SGX-ST (“**ALA**”) has been made by the Company through its sponsor, UOB Kay Hian Private Limited, for the listing of and quotation for the Subscription Shares on the Catalist. The Company will make the necessary announcement in due course upon receipt of the LQN from the SGX-ST.

4. RATIONALE FOR THE PROPOSED SUBSCRIPTION AND USE OF PROCEEDS

- 4.1. As further elaborated in the Company’s circular to Shareholders dated 12 June 2023, the Company has expanded its core business to include the healthcare industry and healthcare related business segments (“**Healthcare Business**”) as part of the Group’s strategy to create new growth drivers and revenue streams, to enhance Shareholder value and reduce the Group’s reliance on its existing business (“**Diversification**”). Pursuant to the Diversification, the Company had completed the acquisition of Magenta Wellness Pte. Ltd. on 4 July 2023.
- 4.2. The Board believes that the Proposed Subscription will strengthen the Group’s financial position and provide flexibility to capitalise on growth opportunities in the Healthcare Business. The Company is in advanced discussions with several potential targets in the healthcare space and if such discussions come to fruition, the Company will need funds to make further investments to expand its Healthcare Business. The Proposed Subscription will result in an injection of funds into the Company, allowing the Group to fund its further expansion into the Healthcare Business.
- 4.3. Assuming the completion of the Proposed Subscription, the net proceeds to be raised by the Company from the Proposed Subscription (after deducting estimated expenses of S\$75,000) would be approximately S\$1,411,379 (“**Net Proceeds**”).

LETTER TO SHAREHOLDERS

The Company intends to utilise the Net Proceeds as follows:

- (a) approximately 65% of the Net Proceeds will be utilised to fund new acquisitions as part of the Company's expansion into the Healthcare Business; and
- (b) the balance will be utilised for the general working capital of the Group as part of the Group's cashflow management strategy.

Pending the deployment of the Net Proceeds, such proceeds may be deposited with banks and/or financial institutions, used for investment in short-term money markets instruments and/or marketable securities and/or used for any other purposes on a short-term basis, as the Board may, in their absolute discretion, deem appropriate in the interests of the Company.

The Company shall announce the use of the Net Proceeds as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and percentage allocated in this Circular, and where there is any material deviation from the stated use of Net Proceeds, the Company shall announce the reasons for such deviation. The Company will also provide a status report on the use of the Net Proceeds in the Company's half year and full year financial statements and the Company's annual report. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the announcements and the annual report.

5. WORKING CAPITAL OF THE GROUP

The Board is of the opinion that, barring any unforeseen circumstances, after taking into consideration:

- (a) the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements; and
- (b) the present bank facilities and Net Proceeds of the Proposed Subscription, the working capital available to the Group is sufficient to meet its present requirements.

As disclosed in paragraph 4 above, the Proposed Subscription will allow the Group to fund its further expansion into the Healthcare Business.

6. FINANCIAL EFFECTS OF THE PROPOSED SUBSCRIPTION

6.1. Bases and Assumptions

The pro forma financial effects of the Proposed Subscription are set out below strictly for illustrative purposes, and do not necessarily reflect the actual financial performance and position of the Group following the Proposed Subscription.

The pro forma financial effects of the Proposed Subscription is calculated based on the latest audited financial statements of the Group for FY2022. The figures presented below are computed based on the following bases and assumptions:

- (a) for purposes of computing the effect of the NTA per Share of the Group, it is assumed that the Proposed Subscription had been completed on 31 December 2022;

LETTER TO SHAREHOLDERS

- (b) for purposes of computing the effect of the Proposed Subscription on the loss per Share (“LPS”), it is assumed that the Proposed Subscription was completed on 1 January 2022;
- (c) the expenses incurred in connection with the Proposed Subscription amount to approximately S\$75,000;
- (d) the placement of Shares by the Company to certain individuals, as announced on 19 May 2023 and 6 July 2023 have been completed in FY2022; and
- (e) the acquisition by the Company of 60% of the issued and paid-up share capital of Magenta Wellness Pte. Ltd. have been completed in FY2022.

6.2. NTA per Share

	Before the Proposed Subscription	After the Proposed Subscription
NTA attributable to owners of the Company ⁽¹⁾ (S\$)	9,093,101	10,504,480
Total Number of Shares	249,164,937	263,320,923
NTA per Share (S\$)	0.036	0.040

Note:

(1) NTA means total assets less the sum of total liabilities, goodwill and intangible assets.

6.3. Loss per Share

	Before the Proposed Subscription	After the Proposed Subscription
Loss attributable to the owners of the Company (S\$)	(5,062,380)	(5,062,380)
Weighted average number of issued shares	249,164,937	263,320,923
Loss per Share – Basic (cents)	(2.03)	(1.92)

6.4. Share Capital

	Before the Proposed Subscription	After the Proposed Subscription
Issued share capital (S\$)	27,198,056	28,684,434
Number of Shares	249,164,937	263,320,923

LETTER TO SHAREHOLDERS

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors are of the opinion that the Proposed Subscription is in the best interests of the Company as the Proposed Subscription will help to fund the Group's expansion into the Healthcare Business. Accordingly, the Directors recommend that Shareholders vote in favour of the Proposed Subscription to be proposed at the EGM.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable date, save as disclosed in this Circular, none of the Directors or Substantial Shareholders of the Company have any interests, direct or indirect, in the Proposed Subscription (other than through their direct or indirect shareholdings in the Company).

The interests of the Directors and the Substantial Shareholders of the Company as at the Latest Practicable Date are set out in **Appendix A**.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

9.1. Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf may complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the share registrar of the Company, not less than seventy-two (72) hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes.

9.2. Queries

Members may raise questions at the EGM or submit questions related to the resolution to be tabled for approval at the EGM, or in advance of the EGM. For members who would like to submit questions in advance of the EGM, they may do so no later than 10.00 a.m. on 12 September 2023 (Tuesday) (being seven (7) calendar days from the date of the Notice of EGM), either by (a) email to gm@revezcorp.com; or (b) submitted by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632.

Members submitting questions are requested to state: (i) their full name; and (ii) the member's identification/registration number, failing which the Company shall be entitled to regard the submission as invalid.

The Company shall address the substantial and relevant questions received from members in advance of the EGM by publishing its responses on SGXNET and the Company's corporate website on 14 September 2023 (Thursday) after trading hours. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company's responses to other questions addressed during the EGM will be published on the SGXNET and the Company's corporate website, together with the minutes of the EGM within one (1) month after the date of the EGM.

LETTER TO SHAREHOLDERS

9.3. When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP not less than seventy-two (72) hours before the time fixed for the EGM.

9.4. Abstention from Voting

Chng Choon Loong, Eugene and his associates shall abstain from voting at the EGM on the ordinary resolution in respect of the Proposed Subscription. Chng Choon Loong, Eugene and his associates shall also decline to accept appointment as proxies for any Shareholder to vote in respect of the ordinary resolution to approve the Proposed Subscription, unless the Shareholder concerned has given specific instruction in the Proxy Form as to the manner in which his/her votes are to be cast in respect of the said ordinary resolution.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Subscription, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11. INSPECTION OF DOCUMENTS

Copies of the following documents are available for inspection at the registered office of the Company during normal office hours from the date hereof up to and including the date of the EGM:

- (a) the Constitution of the Company;
- (b) the Annual Report for FY2022; and
- (c) the Subscription Agreement.

Yours faithfully
for and on behalf of the Board of Directors of
REVEZ Corporation Ltd

Jennifer Zhang Dan
Executive Director
5 September 2023

APPENDIX A

The interests of the Directors, Substantial Shareholders and the Subscriber in the share capital of the Company as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	No. of shares	(%) ⁽¹⁾	No. of shares	(%) ⁽¹⁾
Directors				
Tan Kim Swee Bernard (Chen Jinrui Bernard)	53,424,690	21.44	–	–
Lim Yeow Hua	–	–	–	–
Jennifer Zhang Dan	–	–	–	–
Lim Soon Tong	–	–	–	–
Chew Eng Seng	–	–	–	–
Substantial Shareholders (other than Directors)				
Lim Quee Lan @ Yeo Shei Moy	72,670,787	29.17	–	–
Chng Choon Loong, Eugene	24,499,500	9.83	–	–
Lim Chwee Kim	20,428,000	8.20	–	–
Daniel Tan Yik Keong	19,191,275	7.70	–	–
AC Global Investment Pte. Ltd.	13,392,100	5.37	–	–
Chua Chye Joo Andrew ⁽²⁾	–	–	13,392,100	5.37
Subscriber				
Chng Heow Ho @ Victor Chng	–	–	–	–

Notes:

- (1) Computed based on 249,164,937 shares in issue in the Company before the Proposed Subscription.
- (2) Chua Chye Joo Andrew holds the entire issued share capital of AC Global Investment Pte. Ltd. and is therefore deemed to be interested in the shares directly held by AC Global Investment Pte. Ltd.

APPENDIX A

The interests of the Directors, Substantial Shareholders and the Subscriber in the share capital of the Company after completion of the Proposed Subscription are set out below:

	Direct Interest		Deemed Interest	
	No. of shares	(%)⁽¹⁾	No. of shares	(%)⁽¹⁾
Directors				
Tan Kim Swee Bernard (Chen Jinrui Bernard)	53,424,690	20.29	–	–
Lim Yeow Hua	–	–	–	–
Jennifer Zhang Dan	–	–	–	–
Lim Soon Tong	–	–	–	–
Chew Eng Seng	–	–	–	–
Substantial Shareholders (other than Directors)				
Lim Quee Lan @ Yeo Shei Moy	72,670,787	27.60	–	–
Chng Choon Loong, Eugene	24,499,500	9.30	–	–
Lim Chwee Kim	20,428,000	7.76	–	–
Daniel Tan Yik Keong	19,191,275	7.29	–	–
Chng Heow Ho @ Victor Chng	14,155,986	5.38	–	–
AC Global Investment Pte. Ltd.	13,392,100	5.09	–	–
Chua Chye Joo Andrew ⁽²⁾	–	–	13,392,100	5.09

Notes:

- (1) Computed based on 263,320,923 shares in issue in the Company after the Proposed Subscription.
- (2) Chua Chye Joo Andrew holds the entire issued share capital of AC Global Investment Pte. Ltd. and is therefore deemed to be interested in the shares directly held by AC Global Investment Pte. Ltd.

NOTICE OF EXTRAORDINARY GENERAL MEETING

REVEZ CORPORATION LTD.

(Company Registration Number 201119167Z)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 5 September 2023 issued by REVEZ Corporation Ltd. (“Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of REVEZ Corporation Ltd. (“Company”) will be held at 101 Seletar Club Road, Seletar Country Club, Singapore 798273 on 20 September 2023 (Wednesday) at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION: THE PROPOSED SUBSCRIPTION

That:

- (a) the Proposed Subscription with respect to the issuance of 14,155,986 Subscription Shares at an Issue Price of S\$0.1050 to Chng Heow Ho @ Victor Chng pursuant to the terms of the Subscription Agreement, be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Subscription in accordance with the Subscription Agreement and any other transactions and/or ancillary documents contemplated under the Subscription Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board
REVEZ Corporation Ltd.

Jennifer Zhang Dan
Executive Director
5 September 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) The Company's Extraordinary General Meeting ("EGM") will be held, in a wholly physical format, at 101 Seletar Club Road, Seletar Country Club, Singapore 798273 on 20 September 2023 (Wednesday) at 10.00 a.m.. **There will be no option for members to participate virtually.**
- (ii) The Circular, Notice of EGM and the accompanying proxy form will be published on SGXNET at <https://www.sgx.com/securities/company-announcements> or at the Company's corporate website at <https://revezcorp.com/investors/sgx-announcements/>. Printed copies of this Notice of EGM, the accompanying Proxy Form and this Circular will be sent to members by post.
- (iii) **A member (whether individual or corporate) may vote live at the EGM or may appoint a proxy, including the Chairman of the EGM, to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** The instrument appointing proxy(ies) for the EGM will be sent to members via post and may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> or at the Company's corporate website at <https://revezcorp.com/investors/sgx-announcements/>. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution the instrument appointing proxy(ies), failing which, the appointment of proxy for that resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the EGM or at any adjournment thereof.

Only members of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the EGM.

- (iv) A member who is not a relevant intermediary is entitled to appointed not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (v) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by such members. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
- (vi) **"Relevant intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.
- (vii) CPF/SRS investors who wishes to exercise their votes should approach the CPF Agent Bank or SRS Operators (as the case may be) to submit their votes at least seven (7) working days before the EGM (i.e. by 10.00 a.m., on 11 September 2023) in order to allow sufficient time for their respective relevant intermediaries to submit a Proxy Form to vote on their behalf by the cut-off date.
- (viii) Members or their appointed proxy(ies) (other than the Chairman of the EGM) may speak and raise questions at the EGM. Members of the Company (including CPF and SRS investors) are also encouraged to submit questions related to the resolution(s) to be tabled for approval at the EGM, in advance of the EGM in the following manner no later than 10.00 a.m., on 12 September 2023 (being seven (7) calendar days from the date of the Notice of EGM), and submitted either (a) by email to gm@revezcorp.com; or (b) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632.
- (ix) Members who submit questions via email or by post to the Company must provide the following information:
 - (a) the member's full name;
 - (b) the member's identification number (i.e. NRIC/Passport/Company Registration Number);
 - (c) the member's contact number and email address; and
 - (d) the number and manner in which the member holds shares in the Company (e.g. via CDP, CPF or SRS).

Questions submitted by members whose identification details are lacking will not be entertained.

- (x) The Company shall address the substantial and relevant questions received from members in advance of the EGM by publishing its responses on SGXNET and the Company's corporate website on 14 September 2023 (Thursday) after trading hours.
- (xi) The Company's responses to other questions addressed during the EGM will be published on the SGXNET and the Company's corporate website, together with the minutes of the EGM within one (1) month after the date of the EGM.
- (xii) A proxy, including the Chairman of the EGM, need not be a member of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (xiii) The instrument appointing proxy(ies) must be submitted to the Company either (a) by email to srs.teame@boardroomlimited.com; or (b) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, in each case, no later than 10.00 a.m. on 17 September 2023 (Sunday) (being not less than seventy-two (72) hours before the time fixed for the EGM). **Members are strongly encouraged to submit completed Proxy Forms electronically, via email.**
- (xiv) The instrument appointing a proxy or proxies must be signed under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- (xv) The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have Shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for the holding of the EGM as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

Photographic, sound and/or video recordings of the EGM may be made by the Company for recording 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 his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the EGM) may be recorded by the Company for such purpose.

This notice has been prepared by REVEZ Corporation Ltd. (the "Company") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Mr. Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.

REVEZ CORPORATION LTD.

(Company Registration No. 201119167Z)
(Incorporated in the Republic of Singapore)

EXTRAORDINARY GENERAL MEETING PROXY FORM

(Please see notes overleaf before completing this Proxy Form)

IMPORTANT:

- Printed copies of the Notice of EGM, the Circular and this Proxy Form will be sent to members via post. Electronic copies of the same may also be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> or at the Company's corporate website at <https://revezcorp.com/investors/sgx-announcements/>.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS investors who hold ordinary shares ("Shares") through their CPF/SRS funds. CPF/SRS investors who wish to vote should approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the date of the EGM (i.e. by 10.00 a.m. on 11 September 2023 (Monday)).

*I/We (Name) _____

*NRIC/Passport No./Company Registration No. _____

of (Address) _____

being a member/members of REVEZ CORPORATION LTD (the "Company") hereby appoint(s):

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her/them, the Chairman of the extraordinary general meeting of the Company (the "EGM"), as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the EGM to be held at 101 Seletar Club Road, Seletar Country Club, Singapore 798273 on 20 September 2023 (Wednesday) at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the resolution to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given, the *proxy/proxies (except where the Chairman of the EGM is appointed as *my/our proxy) will vote or abstain from voting at *his/her/their discretion. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as *my/our proxy for that resolution will be treated as invalid.**

No.	ORDINARY RESOLUTION	For**	Against**	Abstain**
1.	To approve the Proposed Subscription			

Notes:

* Delete as appropriate.

** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" please tick [✓] in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" in the appropriate box. If you wish to "Abstain" from voting on the resolution, please tick [✓] in the abstain box. Alternatively, please indicate the number of shares you wish to abstain from voting.

Dated this _____ day of _____ 2023

Total number of Shares being held	
-----------------------------------	--

Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:

1. The Extraordinary General Meeting (“EGM”) of the Company will be held at 101 Seletar Club Road, Seletar Country Club, Singapore 798273 on 20 September 2023 (Wednesday) at 10.00 a.m. There will be no option for members to participate virtually.
2. If the member has Shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has Shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of Shares. If the member has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares. If no number is inserted, this instrument appointing a proxy(ies) will be deemed to relate to all the Shares held by the member.
3. The Notice of EGM, this Proxy Form and the Circular may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> or at the Company’s corporate website at <https://revezcorp.com/investors/sgx-announcements/>. Printed copies of the Notice of EGM, this Proxy Form and the Circular will be sent to members via post.
4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member’s instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument, If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed to be an alternate of the first named.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such members. Where such member’s Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument.

“**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.
6. The instrument appointing proxy(ies) must be submitted to the Company either (a) by email to srs.teame@boardroomlimited.com; or (b) by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, in each case, no later than 10.00 a.m. on 17 September 2023 (Sunday) (being not less than seventy-two (72) hours before the time fixed for the EGM). Members are strongly encouraged to submit completed Proxy Forms electronically, via email.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the EGM, in accordance with Section 179 of the Companies Act 1967 and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
8. Where the instrument appointing proxy(ies) is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the instrument appointing proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
9. Where the instrument appointing proxy(ies) is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which it shall be treated as invalid.
10. The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have Shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for the holding of the EGM as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies), the members accept and agree to the personal data privacy terms set out in the Notice of EGM dated 5 September 2023.

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