

# NOTICE OF ANNUAL GENERAL MEETING

*This Notice has been made available on SGXNet and the Company's corporate website and may be accessed at the URL <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>. A printed copy of this Notice will **NOT** be despatched to members.*

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Adventus Holdings Limited (the "**Company**") will be convened and held by way of electronic means on Friday, 30 April 2021 at 10.00 a.m. for the following purposes:-

## ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2020 and the Directors' Statement and Independent Auditor's Report thereon. **[Resolution 1]**
2. To re-elect Mr Gersom G Vetuz, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 2]**  
  
Mr Gersom G Vetuz will, upon re-election as Director of the Company, shall remain as the Chairman of the Audit Committee and the member of the Remuneration and Nominating Committees and shall be considered independent for the purpose of Rule 704(7) of the Listing Manual, Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**").  
(See Explanatory Note 1)
3. That contingent upon the passing of Ordinary Resolution 2 above, members to approve the continued appointment of Mr Gersom G Vetuz, as an Independent Director, pursuant to Rule 406(3)(d)(iii) of the Catalist Rules, that will take effect on 1 January 2022. **[Resolution 3]**  
(See Explanatory Note 2)
4. That contingent upon the passing of Ordinary Resolution 3 above, members (excluding the Directors and Chief Executive Officer ("**CEO**") of the Company, and associates of such Directors and CEO), to approve Mr Gersom G Vetuz's continued appointment as an Independent Director, pursuant to Rule 406(3)(d)(iii) of the Catalist Rules, that will take effect on 1 January 2022. **[Resolution 4]**  
(See Explanatory Note 2)
5. To re-elect Mr Loh Eu Tse Derek, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 5]**  
  
Mr Loh Eu Tse Derek will, upon re-election as Director of the Company, shall remain as the Chairman of the Nominating Committee and the member of the Audit and Remuneration Committees and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.  
(See Explanatory Note 3)
6. To approve Directors' fees of S\$125,000 for the financial year ended 31 December 2020 (S\$121,273.97 for the financial year ended 31 December 2019). **[Resolution 6]**
7. To approve Directors' fees of S\$125,000 for the financial year ended 31 December 2021 and the payment thereof on a quarterly basis. **[Resolution 7]**
8. To re-appoint Nexia TS Public Accounting Corporation as auditor of the Company and to authorise the Directors to fix its remuneration. **[Resolution 8]**
9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

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## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications;

10. Authority to allot and issue shares up to 100 per cent (100%) of issued shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and subject to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to issue and allot new shares in the capital of the Company (whether by way of rights, bonus or otherwise) 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, PROVIDED ALWAYS that

- (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Rules of Catalist), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time this Resolution is passed, after adjusting for:-
  - (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and
  - (b) any subsequent consolidation or subdivision of shares; and
- (iii) unless revoked or varied by the Company in general meeting, such 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, whichever is the earlier.  
(See Explanatory Note 4) **[Resolution 9]**

11. Authority to offer and grant options and to allot and issue shares under the Adventus Employee Share Option Scheme

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the Adventus Employee Share Option Scheme (the “**Scheme**”) and to allot and issue such shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme provided always that the aggregate number of shares issued and issuable in respect of all options granted or to be granted under the Scheme, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time.

(See Explanatory Note 5)

**[Resolution 10]**

## **By Order of the Board**

Lee Bee Fong  
Company Secretary  
15 April 2021  
Singapore

## **EXPLANATORY NOTES:**

1. In relation to **Resolution 2** proposed in item 2 above, there is no relationships (including immediate family relationships) between Mr Gersom G Vetuz and with the other Directors, the Company or its 5% shareholders.

The detailed information pursuant to Rule 720(5) of the Catalist Rule on Mr Gersom G Vetuz can be found under the section titled “Disclosure of Information on Directors Seeking Re-Election” in the Company’s Annual Report.

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2. In relation to **Resolutions 3 to 4** proposed in items 3 to 4 above, Mr Gersom G Vetuz was appointed as an independent director of the Company since 15 September 2008, has served the Board beyond nine years. Rule 406(3)(d)(iii) of the Catalist Rules, which will take effect from 1 January 2022 under Transitional Practice Note 2 of the Catalist Rules, requires an independent director who has served an aggregate period of more than nine (9) years (whether before or after listing) and whose continued appointment as an independent director to seek shareholders' approval through a Two-Tiered Voting process accordingly in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer, and associates of such directors and chief executive officer. Accordingly, Mr Gersom will be required to adhere to the above two tier voting mechanism should he wish to seek for re-election. Upon the passing of Ordinary Resolutions 2, 3 and 4, Mr Gersom G Vetuz will continue to serve as an independent director, until the earlier of his retirement or resignation; or the conclusion of the third Annual General Meeting following the passing of the Ordinary Resolutions 3 to 4.

3. In relation to **Resolution 5** proposed in item 5 above, there is no relationships (including immediate family relationships) between Mr Loh Eu Tse Derek and with the other Directors, the Company or its 5% shareholders.

The detailed information pursuant to Rule 720(5) of the Catalist Rule on Mr Loh Eu Tse Derek can be found under the section titled "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.

4. **Resolution 9**, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to grant options and to issue shares in the Company. The number of shares which the Directors may issue under this Resolution would not exceed 100% of the total number of issued share (excluding treasury shares and subsidiary holdings, if any) of the Company at the time of passing this Resolution. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 50% of the total number of issued share (excluding treasury shares and subsidiary holdings, if any) of the Company. This authority will, unless revoked or varied at a general meeting, expire at 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, whichever is the earlier.

5. **Resolution 10**, if passed, will empower the Directors from the date of the resolution is passed or to be granted until the next Annual General Meeting, to offer and grant options and to allot and issue shares pursuant to the exercise of options granted under the Scheme. The maximum number of new shares to be issued under the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time. Any shares issued pursuant to this authority will not form part of the mandate sought under **Resolution 9**.

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## Important Notes:

### 1. **Pre-Registration:**

The 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, and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendments No. 2 & 3) Order 2020 and shareholders will not be able to attend the AGM physically.

Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this Notice of AGM which has been uploaded on SGXNet and the Company's website on the same day. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company's corporate website <https://www.adventusholdings.com/>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

A member will be able to participate at the AGM by watching the AGM proceedings via a "live" audio-visual webcast via mobile phones, tablets or computers. In order to do so, a member must pre-register by **10.00 a.m. on 27 April 2021**, at [https://us02web.zoom.us/webinar/register/WN\\_VPV3tOPZQsGTmQS9UKvWaA](https://us02web.zoom.us/webinar/register/WN_VPV3tOPZQsGTmQS9UKvWaA) for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the "live" audio-visual webcast of the proceedings of the AGM by **10.00 a.m. on 29 April 2021**. Members who do not receive an email by **12.00 p.m. (noon) on 29 April 2021**, but have registered by the **27 April 2021** deadline, should contact the Company for assistance at the following email address: [info@adventusholdings.com](mailto:info@adventusholdings.com) with the following details included: (1) the member's full name; and (2) his/her/its identification/registration number.

Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the "live" audio-visual webcast of the AGM must approach their respective depository agents to pre-register by **5.00 p.m. on 20 April 2021** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

Shareholders MUST NOT forward their abovementioned unique link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload the Live Webcast. RECORDING OF THE AGM PROCEEDINGS in whatever form is also STRICTLY PROHIBITED.

### 2. **Submission of Questions:**

A member who pre-registers to watch the "live" audio-visual webcast may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by **10.00 a.m. on 25 April 2021** by email to [info@adventusholdings.com](mailto:info@adventusholdings.com). Please note that shareholders will not be able to live questions during the AGM 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.

The Company will endeavor to address all substantial and relevant questions received from Shareholders prior to the AGM and publish its responses via SGXNet and on the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>.

The Company will endeavour to, within one (1) month after the date of the AGM, publish the minutes on SGXNet and the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>.

### 3. **Submission of Proxy Form:**

**A member will not be able to vote through the "live" audio-visual webcast and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.** The proxy form for the AGM can also be accessed at the Company's corporate website at the URL <https://www.adventusholdings.com/> and is made available with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day.

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **5.00 p.m. on 20 April 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **10.00 a.m. on 28 April 2021**.

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as a proxy, need not be a member of the Company.

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The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- (a) if in hard copy by post, be lodged at the registered office of the Company, at 52 Telok Blangah Road, #03-06 Telok Blangah House, Singapore 098829; or
- (b) if by email, be received by [info@adventusholdings.com](mailto:info@adventusholdings.com).

in either case, no later than **10.00 a.m. on 28 April 2021**.

A member who wishes to submit an instrument of proxy may also **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 the Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).

In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member is not shown to have Shares entered against his/her/ its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

#### **4. Annual Report and other documents:**

The Annual Report for the financial year ended 31 December 2020 ("**FY2020 Annual Report**") which was issued on 15 April 2021 can be accessed at the Company's corporate website at the URL <https://www.adventusholdings.com/> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

This Notice of AGM and Proxy form in relation to the AGM are made available to members on 15 April 2021 via SGXNet and the Company's corporate website at the URL <https://www.adventusholdings.com/> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Shareholders are to note that printed copies of the FY2020 Annual Report, the Notice of AGM and Proxy form will not be sent.

#### **5. Important Notes:**

Due to the evolving COVID-19 situation in Singapore, further measures and/or changes to the AGM arrangements may be made on short notice in the ensuing days, even up to the day of the AGM. Shareholders are advised to check regularly the SGXNet and the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>.

In view of the above alternative arrangements, the Company seeks the understanding and cooperation of all shareholders in the event of any technical disruptions, and in enabling the Company to hold the AGM with the optimum safe distancing measures so to minimise the risk of community spread of COVID-19.

#### **Personal data privacy:**

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via "live" audio-visual webcast, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members of the Company (or their corporate representatives in the case of members of the Company which are legal entities) to the "live" audio-visual webcast to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members of the Company received before the AGM and if necessary, following up with the relevant members of the Company in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/ or guidelines by the relevant authorities.