



EXCELPOINT TECHNOLOGY LTD.
(Company Registration No. 200103280C)
(Incorporated in the Republic of Singapore)

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of Excelpoint Technology Ltd. (the “Company”) will be convened and held by electronic means on **Friday, 8 April 2022 at 3.00 p.m.** (of which there will be a live webcast) for the following purposes:–

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
- To declare a first and final ordinary tax exempt one-tier dividend of 4.0 Singapore cents per ordinary share for the financial year ended 31 December 2021 (FY2020: First and final ordinary tax exempt one-tier dividend of 3.0 Singapore cents per ordinary share). **(Resolution 2)**
- To declare a special tax exempt one-tier dividend of 4.8 Singapore cents per ordinary share for the financial year ended 31 December 2021 (FY2020: Special tax exempt one-tier dividend of 1.5 Singapore cents per ordinary share). **(Resolution 3)**
- To note the retirement of Ms. Joanne Khoo Su Nee who is retiring as Director of the Company pursuant to Regulation 89 of the Constitution of the Company. **[See Explanatory Note (i)]**
- To re-elect Mr. Alan Kwan Wai Loen as Director of the Company retiring pursuant to Regulation 89 of the Constitution of the Company. **[See Explanatory Note (ii)]** **(Resolution 4)**
- To re-elect Mr. Tonny Phuai Yong Choon as Director of the Company retiring pursuant to Regulation 89 of the Constitution of the Company. **[See Explanatory Note (iii)]** **(Resolution 5)**
- To approve the payment of S\$244,429 as Directors’ Fees to the Independent Directors for the financial year from 1 January 2022 to 31 December 2022 (FY2021: S\$248,000 with award of an aggregate number of 80,000 ordinary shares in the share capital of the Company under the Excelpoint Performance Share Scheme) **(Resolution 6)**
- To re-appoint Messrs Ernst & Young LLP as Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- Authority to issue shares in the share capital of the Company
That pursuant to Section 161 of the Singapore Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:–
(i) Issue shares in capital of the Company (whether by way of rights, bonus or otherwise); and/or
(ii) Make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible or exchangeable into shares; and/or
(iii) (Notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Ordinary Resolution was in force, provided that:–
(a) The aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to the Ordinary Resolution and including shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed fifty per centum (50%) (or such other limit or limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed twenty per centum (20%) (or such other limit or limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company;
(b) For the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (including treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:–
(i) New shares arising from the conversion or exercise of convertible securities or employee share options on issue or vesting of share awards as at the date of the passing of the Ordinary Resolution; and
(ii) Any subsequent consolidation or sub-division of shares.
(c) In exercising the power to make or grant Instruments (including the making of any adjustment under any relevant Instrument), the Company shall comply with the listing rules and regulations of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
(d) Unless revoked or varied by the Company in General Meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company following passing of the Ordinary Resolution, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 8)**
- Authority to offer and grant options and to allot and issue shares under the Excelpoint Share Option Scheme 2014**
That pursuant to Section 161 of the Singapore Companies Act 1967, the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provisions of the Excelpoint Share Option Scheme 2014 (the “ESOS”) and (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the exercise of options under the ESOS provided always that the aggregate number of shares (comprising new shares and/or treasury shares) to be delivered pursuant to the ESOS, when added to the number of new shares issued and issuable and the number of treasury shares delivered pursuant to all other share schemes of the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time, and provided also that, subject to such adjustments as may be made to the ESOS as a result of any variation in the capital structure of the Company, and that such authority shall, unless revoked or varied by the Company in General Meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **[See Explanatory Note (v)]** **(Resolution 9)**
- Authority to offer and grant awards and to allot and issue shares under the Excelpoint Performance Share Scheme**
That pursuant to Section 161 of the Singapore Companies Act 1967, the Directors of the Company be authorised and empowered to offer and grant awards in accordance with the provisions of the prevailing Excelpoint Performance Share Scheme (the “EPSS”) and (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) to allot and issue and/or deliver such number of fully-paid shares in the form of existing shares held as treasury shares and/or new shares as may be required to be delivered pursuant to the vesting of the awards under the EPSS, provided always that the aggregate number of shares (comprising new shares and/or treasury shares) to be delivered pursuant to the EPSS, when added to the number of new shares issued and issuable and the number of treasury shares delivered pursuant to all other share schemes of the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) from time to time, and that such authority 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 or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **[See Explanatory Note (vi)]** **(Resolution 10)**
- Proposed Renewal of the Share Buyback Mandate**
That for the purposes of Sections 76C and 76E of the Singapore Companies Act 1967 of Singapore, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of the passing of this resolution) at the price of up to but not exceeding the Maximum Price (as defined in Circular 2.3.4 of the Circular to the Notice of the Annual General Meeting to Shareholders of the Company (the “Circular”)) in accordance with the Terms of the Share Buyback Mandate set out in the Circular, and this mandate shall, unless revoked or varied by the Company in General Meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **[See Explanatory Note (vii)]** **(Resolution 11)**

BY ORDER OF THE BOARD

Excelpoint Technology Ltd.
Tan Cher Liang
Wong Yoen Har
Company Secretaries
Singapore
24 March 2022

Explanatory Notes:–

- Ms. Joanne Khoo Su Nee who is retiring as Director of the Company pursuant to Regulation 89 of the Constitution of the Company, had indicated that she would not seek for re-election as Director of the Company at this Annual General Meeting.
- Ordinary Resolution 4 is to re-elect Mr. Alan Kwan Wai Loen who is retiring as Director of the Company pursuant to Regulation 89 of the Constitution of the Company. Mr. Alan Kwan Wai Loen will, upon re-election as Director of the Company, remain as Executive Director of the Company and will be considered non-independent.
- Ordinary Resolution 5 is to re-elect Mr. Tonny Phuai Yong Choon who is retiring as Director of the Company pursuant to Regulation 89 of the Constitution of the Company. Mr. Tonny Phuai Yong Choon will, upon re-election as Director of the Company, remain as Executive Director of the Company and Chief Operations Officer of the Group and will be considered non-independent.
- Ordinary Resolution 8, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a General Meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.
For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards and any subsequent consolidation or sub-division of shares.
- Ordinary Resolution 9, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a General Meeting, whichever is the earlier, to offer and grant options and to allot and issue shares pursuant to the ESOS, the details of the ESOS and a summary of the rules of which are set out in the Company’s circular to shareholders dated 2 April 2014, provided always that the aggregate number of shares (comprising new shares and/or treasury shares) to be delivered pursuant to the ESOS, when added to the number of new shares issued and issuable and the number of treasury shares delivered pursuant to all other share schemes of the Company (if any), shall not exceed fifteen per centum (15%) of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.
- Ordinary Resolution 10, if passed, will empower the Directors of the Company effective 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 earlier, to issue shares in the Company pursuant to the vesting of awards granted or to be granted under the EPSS, provided always that the aggregate number of shares to be issued in respect of the EPSS, the Excelpoint Share Option Scheme 2014 and any other share-based incentive scheme of the Company collectively shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- Ordinary Resolution 11, if passed, will empower the Directors of the Company effective 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 earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Price as defined in the Circular. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial accounts of the Group for the financial year ended 31 December 2021 are set out in greater detail in Section 2 of the Circular.

The following documents can be assessed at Excelpoint’s Investor Relations website (https://excelpoint.listedcompany.com/agm_egm.html) or on the SGX website (<https://www.sgx.com/securities/company-announcements>):–

- 2021 Annual Report
- Circular to Shareholders
- Notice of Twenty-First Annual General Meeting
- Proxy Form

Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”)

In compliance with 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 (the “Order”), the Twenty-First Annual General Meeting will be conducted by electronic means and Shareholders will not be able to attend the Twenty-First Annual General Meeting physically.

In light of the above developments, the Company is arranging for a live webcast of the Twenty-First Annual General Meeting proceedings (the “Live AGM Webcast”) which will take place on **Friday, 8 April 2022 at 3.00 p.m.** (“AGM”).

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

Live Webcast:–

- Shareholders may watch the AGM proceedings through the Live AGM Webcast. To do so, shareholders will need to register at <https://online.meetings.vision/excelpoint-agm-registration> (the “Registration Link”) by **3.00 p.m. on 5 April 2022** (the “Registration Deadline”) to enable the Company to verify their status.
- Following verification, authenticated shareholders will receive an email by 10.00 a.m. on 7 April 2022 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the AGM proceedings.
- 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.
- Shareholders who register by the Registration Deadline but do not receive an email response by 10.00 a.m. on 7 April 2022 may contact the Company by email to srs.team@boardroomlimited.com.

Submission of Proxy Forms to Vote:–

- Shareholders who wish to vote at the AGM may submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.
- 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 appointed polling agent at 456 Alexandra Road #14-01, Fragrance Empire Building, Singapore 119962; or
(b) email to proxyform@trustedservices.com.sg,
by no later than 3.00 p.m. on 5 April 2022, being 72 hours before the time fixed for the AGM.
- CPF or 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 AGM by **3.00 p.m. on 28 March 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 the cut-off date.
- Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

Submission of Questions:–

- Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by 3.00 p.m. on **31 March 2022**.
- The Company will endeavour to address substantial and relevant questions received from Shareholders via publication on SGXNET and the Company’s website by **3 April 2022**. The Company will publish the minutes of the AGM on SGXNET and the Company’s website within one (1) month after the date of AGM.

Note:–

- The instrument appointing a proxy or proxies must either be (a) deposited at the Company’s appointed polling agent at 456 Alexandra Road #14-01, Fragrance Empire Building, Singapore 119962; or (b) submitted by email to proxyform@trustedservices.com.sg, not later than 72 hours before the time set for the AGM.

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.

Personal data privacy:–

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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 for the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.