



COLEX HOLDINGS LIMITED
Registration No. 197101485G
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of the Company will be held by electronic means on Wednesday, 28 April 2021 at 2.00 p.m. to transact the following businesses:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors’ Statement and the Auditors’ Report thereon. **(Resolution 1)**
2. To note the retirement of Mr Lim Hock Beng and Mr Fong Heng Boo as Directors of the Company.
[See Explanatory Note 1]
3. To appoint Mr Lim Chee San as Director pursuant to Regulation 107 of the Constitution of the Company.
(Resolution 2)
[See Explanatory Note 2]
4. To appoint Mr Tan Soon Liang as Director pursuant to Regulation 107 of the Constitution of the Company.
(Resolution 3)
[See Explanatory Note 2]
5. To approve the payment of Directors’ fee of S\$50,000 for the financial year ended 31 December 2020 (2019: S\$50,000).
(Resolution 4)
6. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. **(Resolution 5)**

As Special Business

To consider and if thought fit, pass the following ordinary resolution, with or without modifications:

7. Authority to allot and issue shares in the capital of the Company –

“(a) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company (“**Directors**”), to:
 - (i) allot and issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
 - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares, andany adjustments in accordance with (a) or (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Chapter 50 of Singapore and otherwise, and the Constitution for the time being of the Company; and
 - (iv) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above.”

(Resolution 6)

[See Explanatory Note 3]

8. Proposed Renewal of the Shareholders' General Mandate for Interested Person Transactions.

"That:

- (1) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the transactions falling within the categories of interested person transactions described in Section 2.7 of the Appendix to this Annual Report dated 8 April 2021 with the interested persons (as described in Section 2.6 of the Appendix), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for such interested person transactions (the "IPT Mandate");
- (2) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company; and
- (3) the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution."

(Resolution 7)

[See Explanatory Note 4]

Any Other Business

9. To transact any other business that may be transacted at an AGM.

By Order of the Board

Foo Soon Soo
Secretary

8 April 2021

Explanatory notes:

1. Pursuant to Catalyst Rule 410(3)(d)(iii) (effective from 1 January 2022), Mr Lim Hock Beng and Mr Fong Heng Boo, Directors of the Company who each has served for an aggregate period of more than 9 years shall be deemed non-independent with effect from 1 January 2022. In this connection, to note the retirement of Mr Lim Hock Beng by rotation pursuant to Regulation 104 of the Company's Constitution, and the retirement of Mr Fong Heng Boo by notice to the Board from the close of the forthcoming AGM. Mr Lim will cease to be a Director of the Company, the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees with effect from the close of the forthcoming AGM. Mr Fong Heng Boo will cease to be a Director of the Company, the Chairman of the Audit and Nominating Committees and a member of the Remuneration Committee from the close of the forthcoming AGM.
2. Pursuant to Regulation 107 of the Constitution, Bonvests Holdings Limited as member of the Company has proposed Mr Lim Chee San and Mr Tan Soon Liang for appointment as Independent Directors at the forthcoming AGM. Mr Lim and Mr Tan each has accepted the nomination for his candidature. The NC has reviewed Mr Lim's and Mr Tan's suitability for appointment and nominates them for appointment as Independent Directors. The Board has accepted the NC's recommendation. Detailed information on Mr Lim and Mr Tan pursuant to Appendix F of the Catalyst Rules can be found under the "Director's Information" section contained in the Company's Annual Report 2020.
3. The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower Directors of the Company from the date of the above AGM until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's Shares.
4. The Ordinary Resolution 7 proposed in item 8 above, if passed, will authorise the interested person transactions as described in the Appendix and recurring in the financial year and will empower the Directors, from the date of the AGM until the date the next AGM is to be held, to do all acts necessary to give effect to the IPT Mandate. The rationale for and categories of interested person transactions pursuant to the IPT Mandate are set out in greater detail in the Appendix accompanying this Annual Report.

Notes:

This AGM is being convened and will be held by electronic means through a live webcast ("**Live AGM Webcast**") of the proceedings comprising both video (audio-visual) and audio-only feeds, 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.

Printed copies of this Notice of AGM will not be sent to shareholders. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company's website at <http://www.colex.com.sg/investor-relations/>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements?value=COLEX%20HOLDINGS%20LIMITED&type=company&ANNC=ANNC30>. Shareholders are to note the following instructions with regard to the Live AGM Webcast:

1. Registration to attend Live AGM Webcast
 - (a) No physical attendance to the AGM is permitted.
 - (b) All shareholders as well as investors who hold shares through relevant intermediaries (as defined in Section 181(1C) of the Companies Act) including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") investors who wish to follow the proceedings of the AGM through the Live AGM Webcast must pre-register online at <https://complete-corp.com/colex-agm/> ("**Pre-registration**") for verification purposes. The website will be open for Pre-registration from 8 April 2021, 10 a.m. and will close at 25 April 2021, 2 p.m. (the "**Registration Deadline**").

For verification of pre-registrants, all investors who hold shares through securities sub-account in Depository Agents ("**DAs**") must inform their respective DAs that they have registered for the Live AGM Webcast and provide their DAs with their registration details so that the DAs can notify the Company. The CPF Agent Banks and SRS Operators will provide the Company with the particulars of their CPF and SRS investors for the Company to verify any CPF and SRS investors who have pre-registered.
 - (c) Following the verification, authenticated shareholders will receive the login details to join the Live AGM Webcast or telephone number to call for the audio feeds by 27 April 2021, 2 p.m. via the e-mail address provided at Pre-registration.
 - (d) Shareholders must not forward the login details to join the Live AGM Webcast or telephone number to call for the audio feeds to other persons who is not a shareholder of the Company and/or who is not authorised to attend the Live AGM Webcast.
 - (e) Shareholders who register by the Registration Deadline but do not receive an email response by 27 April 2021, 2 p.m. may contact the Company via electronic mail to colex-agm@complete-corp.com.

2. Proxy Voting

- (a) All shareholders who wish to vote at the AGM have to submit their proxy forms in advance and appoint the Chairman of the AGM as their proxy.
- (b) The duly completed and signed proxy form must be deposited not less than seventy-two (72) hours before the time scheduled for the AGM (i.e. by 25 April 2021) via either the following means:
 - (i) post to the Company's registered office at 541 Orchard Road #16-00 Liat Towers, Singapore 238881.
 - (ii) electronic mail to colex-agm@complete-corp.com.
- (c) A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- (d) 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.
- (e) Any incomplete or unsigned proxy forms will be treated as voided.
- (f) For CPF and SRS investors who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes at least 7 working days before the AGM (i.e. by 16 April 2021 5.00 p.m.), to ensure that their votes are submitted. Other investors holding shares in the Company through relevant intermediaries who wish to vote should approach their relevant intermediaries as soon as possible to specify voting instructions.

3. Submission of Questions

- (a) Shareholders will not be able to ask questions during the Live AGM Webcast.
- (b) All shareholders may submit questions relating to the agenda of the AGM via electronic mail to investorrelations@colex.com.sg. All questions must be submitted by 20 April 2021 2.00 p.m.
- (c) The Company will endeavour to address the substantial and relevant questions at or before the AGM and the Company's responses will be posted on the SGXNet and the Company's website.

All documents (including the Annual Report 2020, proxy form, this Notice of AGM and appendices to this Notice of AGM) can be accessed at the Company's website at <http://www.colex.com.sg/investor-relations/> and will be published on <https://www.sgx.com/securities/company-announcements?value=COLEX%20HOLDINGS%20LIMITED&type=company&ANNC=ANNC30>. Printed copies of the documents will not be despatched to the shareholders.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.