

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Revez Corporation Ltd. (the "Company") will be convened and held by electronic means on Tuesday, 27 April 2021 at 2.00 p.m. (Singapore time) to transact the following business:

## **AS ROUTINE BUSINESS**

1. To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditor's Report thereon. Resolution 1

2. To re-elect Mr Lim Chwee Kim, who is retiring pursuant to Regulation 117 of the Constitution of the Company, as a Director of the Company. Resolution 2

Mr Lim Chwee Kim will, upon re-election as a Director, remain as a member of the Nominating Committee and a member of Remuneration Committee.

3. To re-elect Mr Lee Han Chong, who is retiring pursuant to Regulation 117 of the Constitution of the Company, as a Director of the Company. Resolution 3

4. To re-elect Mr Tan Chade Phang, who is retiring pursuant to Regulation 122 of the Constitution of the Company, as a Director of the Company. Resolution 4

Mr Tan Chade Phang will, upon re-election as a Director, remain as Chairman of the Audit and Risk Committee and a member of Nominating Committee. Mr Tan Chade Phang will be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**").

*The information of the above-mentioned Directors as required under Rule 720(5) of the Catalist Rules can be found under the section entitled "Corporate Governance Report" in the Annual Report 2020.*

5. To approve Directors' fees of S\$115,000 for the financial year ending 31 December 2021. Resolution 5

6. To re-appoint Messrs Moore Stephens LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. Resolution 6

## **AS SPECIAL BUSINESS**

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

7. **Authority to allot and issue Shares** Resolution 7

That pursuant to Section 161 of the Companies Act, Cap. 50. and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors to allot and issue shares ("**Shares**") and convertible securities 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 that:

- (i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a *pro rata* basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

# NOTICE OF ANNUAL GENERAL MEETING

- (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:
- (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 the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or sub-division of Shares;
- provided such adjustments in sub-paragraphs (ii)(a) and (b) above are made in respect of new Shares arising from the conversion or exercise of any convertible securities, share options or share awards which were issued and are outstanding or subsisting at the time of passing of this Resolution;
- (iv) 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) and the Constitution; and
- (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or 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 (i)]

## 8. Authority to offer and grant and allot and issue Shares under the Revez's Performance Share Plan

Resolution 8

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

- (i) offer and grant awards ("**Awards**") in accordance with the provisions of the Revez Performance Share Plan ("**Share Plan**") and pursuant to Section 161 of the Companies Act, Cap. 50. :
  - (a) to allot and issue from time to time, such number of fully paid-up new Shares as may be required to be delivered pursuant to the vesting of the Awards under the Share Plan; and
  - (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force), to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to any Awards granted by the Directors in accordance with the Share Plan awarded while the authority conferred by this resolution was in force; and
- (ii) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Awards granted under the Share Plan,

PROVIDED THAT the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Share Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed 15% of the total number of issued Shares of the Company excluding subsidiary holdings and treasury Shares on the day preceding that date.

[See Explanatory Note (ii)]

# NOTICE OF ANNUAL GENERAL MEETING

9. To transact any other business which may be properly transacted at an Annual General Meeting.

## Explanatory Notes:

- (i) The proposed Resolution 7, if passed, will empower the Directors from the date of the above Annual General Meeting of the Company until the date of the next Annual General Meeting of the Company, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities which the Directors may allot and issue under Resolution 7 shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (ii) The proposed Resolution 8, if passed, will authorise the Directors to (a) offer and grant Awards in accordance with the provisions of the Share Plan and pursuant to Section 161 of the Companies Act, Cap. 50, and (b) subject to the same being allowed by law, apply any Shares purchased under any share mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Awards granted under the Share Plan, provided always that the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Share Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed 15% of the total number of issued Shares of the Company excluding subsidiary holdings and treasury Shares on the day preceding that date.

## By Order Of the Board

GOH HOI LAI  
Company Secretary

Date: 12 April 2021

## Notes:

- The Annual General Meeting ("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.
- This Notice of AGM, the Annual Report 2020, and the Proxy Form may be accessed at the Company's website at [www.revezcorp.com](http://www.revezcorp.com) and SGXNET.
- Due to the current COVID-19 situation and the related safe distancing measures in Singapore, a member will not be able to attend the AGM in person. Instead, alternative arrangements have been put in place to allow shareholders to participate at the AGM by:
  - observing and/or listening to the AGM proceeding via "live" audio-visual webcast or "live" audio-only stream;
  - submitting questions in advance of the AGM; and
  - appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGMPlease refer to the **Appendix** to the Notice of this AGM for the details of the steps for pre-registration, pre-submission of questions and voting at the AGM.
- Persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including SRS investors, and who wish to participate in the AGM by:
  - observing and/or listening to the AGM proceedings via "live" audio-visual webcast or "live" audio-only stream;
  - submitting questions in advance of the AGM; and/or
  - appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM,

# NOTICE OF ANNUAL GENERAL MEETING

should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Approved Bank) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective SRS operators to submit their votes not less than seven (7) working days before the AGM i.e. by 6.00p.m. on 15 April 2021.

5. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to [agm.teame@boardroomlimited.com](mailto:agm.teame@boardroomlimited.com) or deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623, not less than 72 hours before the time appointed for holding the AGM i.e. by 2.00p.m. on 24 April 2021.

Members are strongly encouraged to submit completed proxy forms electronically via email to [agm.teame@boardroomlimited.com](mailto:agm.teame@boardroomlimited.com) to ensure that they are received by the Company by the stipulated deadline.

Shareholders should refer to the Appendix for further details on the appointment of the Chairman of the Meeting as proxy.

## **Personal Data Privacy**

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

*This notice has been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms. Vera Leong, Vice President, Hong Leong Finance Limited, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, telephone (+65) 6415 9881.*

# NOTICE OF ANNUAL GENERAL MEETING

## APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the AGM

NO. STEPS	DETAILS
1. <b>Pre-registration</b>	<p>Shareholders must pre-register at the pre-registration website at <a href="https://agm.revezcorp.com">https://agm.revezcorp.com</a> from 12 April 2021 at 9.00 p.m. till 24 April 2021 at 2.00 p.m. to enable the Company to verify their status as shareholders.</p> <p>Shareholders will be required to fill in their name, NRIC/Passport/Company Registration number, shareholding type, mobile number and email address during the pre-registration.</p> <p>Authenticated registrants will receive an email by 12:00 p.m. on 26 April 2021 which will contain a unique user ID and password, the link to access the "live" audio-visual webcast and a toll-free telephone number to access the "live" audio-only stream of the AGM proceeding (<b>Confirmation Email</b>).</p> <p>Registrants who do not receive the Confirmation Email by 12:00 p.m. on 26 April 2021 should contact Ms. Amanda Wang at +65 62912691 during office hours from 9.00 a.m. to 4.00 p.m., Monday to Friday.</p>
2. <b>Submit questions for AGM in advance</b>	<p><b>Shareholders will not be able to ask questions at the AGM during the "live" audio-visual webcast or "live" audio-only stream, and therefore it is important for shareholders to submit their questions in advance of the AGM.</b></p> <p><b>Submission of questions.</b> Shareholders can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <ul style="list-style-type: none"> <li>(a) by email to <a href="mailto:gm@revezcorp.com">gm@revezcorp.com</a>; or</li> <li>(b) by post to the Company's Share Registrar, Boardroom Corporate &amp; Advisory Services Pte Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623.</li> </ul> <p>To ensure that questions are received by the Company by the stipulated deadline, shareholders are strongly encouraged to submit questions by email.</p> <p>When sending questions, shareholders should also provide their full name and NRIC/Passport/Company Registration No. for verification. Mobile phone numbers provided will help the Company to reach out more easily if clarification is required.</p> <p><b>Deadline to submit questions for AGM.</b> All questions must be submitted by 6.00 p.m. on 19 April 2021.</p> <p><b>Addressing questions.</b> The Company will endeavor to address substantial and relevant questions received from Shareholders. Answers to substantial and relevant questions will be published on the Company's website <a href="http://www.revezcorp.com">www.revezcorp.com</a> by 23 April 2021.</p> <p><b>Minutes of AGM.</b> The Company will publish the Minutes of the AGM on the Company's website and on SGXNET within one month from the conclusion of the AGM.</p>

# NOTICE OF ANNUAL GENERAL MEETING

---

NO. STEPS	DETAILS
3. <b>Submit proxy forms to vote</b>	<p><b>Appointment of Chairman of the Meeting as proxy.</b> Due to the current COVID-19 situation and related safe distancing measures in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her proxy to attend, to speak and to vote on his/her behalf at the AGM if such member wishes to exercise his/her voting rights at the AGM.</p> <p><b>Specific voting instructions to be given.</b> Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her proxy, he/she must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p>Submission of proxy forms. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to <a href="mailto:agm.teame@boardroomlimited.com">agm.teame@boardroomlimited.com</a> or submitting it by post to the Company's Share Registrar, Boardroom Corporate &amp; Advisory Services Pte Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623, by 2:00p.m. on 24 April 2021, being 72 hours before the time appointed for holding the AGM.</p> <p><b>Members are strongly encouraged to submit completed proxy forms electronically via email to <a href="mailto:agm.teame@boardroomlimited.com">agm.teame@boardroomlimited.com</a> to ensure that they are received by the Company by the stipulated deadline.</b></p> <p>SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS operators to submit their votes by 6.00 p.m on 15 April 2021.</p>
4. <b>"Live" audio-visual webcast at the AGM</b>	<p>AGM</p> <ul style="list-style-type: none"><li>• The telephone line to access the audio-only stream will be open from 1:50 p.m. on 27 April 2021 onwards. Shareholders will be put on hold until the AGM commences at 2:00 p.m. on 27 April 2021.</li><li>• The "live" audio-visual webcast will start when the AGM commences at 2.00 p.m. on 27 April 2021.</li></ul>