

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**” or the “**Meeting**”) of Imperium Crown Limited (the “**Company**”) will be held at Singapore Polytechnic Graduates Guild, Grand Ballroom, Level 3, 1010 Dover Road, Singapore 139658 on Friday, 30 December 2022, at 10.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Auditors' Report thereon.

**(Resolution 1)**

2. To receive and adopt the Directors' Statement and the revised and re-issued Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Auditors' Report thereon.

[See Explanatory Note (i)]

**(Resolution 2)**

3. To re-elect the following Directors of the Company retiring pursuant to Article 117 of the Constitution of the Company:

Mr Sun Bowen

**(Resolution 3)**

Dr Danny Oh Beng Teck

**(Resolution 4)**

*Dr Danny Oh Beng Teck will, upon re-election as a Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees, and will 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.*

*Key information on Mr Sun Bowen and Dr Danny Oh Beng Teck can be found on pages 29 to 33 respectively of the Company's annual report for the financial year ended 30 June 2022 (the “**Annual Report 2022**”).*

4. To approve the payment of Directors' fees of S\$160,000 for the financial year ending 30 June 2023, payable quarterly in arrears (for the financial year ending 30 June 2022: S\$160,000).

**(Resolution 5)**

5. To re-appoint Messrs RSM Chio Lim LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

**(Resolution 6)**

6. To transact any other ordinary business which may properly be transacted at an AGM.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

### 7. Authority to allot and issue new shares

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**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 of the Company may in their absolute discretion deem fit; and

# NOTICE OF ANNUAL GENERAL MEETING

- (b) (notwithstanding the authority conferred by this 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 Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation 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 (1) above, 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) in the capital of the Company at the time of the passing of this Resolution, 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 subdivision of shares;

Adjustments in accordance with (a) and (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 the resolution approving the mandate.

- (3) 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, and otherwise, the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (ii)]

**(Resolution 7)**

By Order of the Board

**Kiar Lee Noi**

Secretary

Singapore, 15 December 2022

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- (i) As announced by the Company on 30 March 2022, the Company had revised the audited financial statements of the Company for the financial year ended 30 June 2020 to remediate the final findings of Accounting and Corporate Regulatory Authority (“ACRA”) in relation to the relevant financials pursuant to Section 202A of the Companies Act 1967 of Singapore (the “Companies Act”) and the Companies (Revision of Defective Financial Statements or Consolidated Financial Statements or Balance-Sheet) Regulations 2018. The revision of the audited financial statements of the Company for the financial year ended 30 June 2020 was prompted by the ACRA’s Financial Reporting Surveillance Programme in compliance with the accounting standards under Section 201(5) of the Companies Act. The revised audited financial statements of the Company for the financial year ended 30 June 2020 may be accessed at the Company’s corporate website at the URL <https://www.imperium-crown.com/news>, and will also be available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.
- (ii) The Ordinary Resolution 7 in item 7 above, 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, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) 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 which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

## Notes:

1. The AGM will be held, in a wholly physical format, at Singapore Polytechnic Graduates Guild, Grand ballroom, Level 3, 1010 Dover Road, Singapore 139658 on Friday, 30 December 2022, at 10.00 a.m. 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. **There will be no option for members of the Company (the “Members”) to participate virtually.** A printed copy of this Notice of AGM will not be sent to the Members. Instead, this Notice of AGM will be sent to the Members by electronic means via publication on the Company’s corporate website at the URL <https://www.imperium-crown.com/news>. This Notice of AGM will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Arrangements relating to:
  - (a) attendance at the AGM;
  - (b) submission of questions in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM, in relation to any resolutions set out in this Notice of AGM; and
  - (c) voting at the AGM by the Member or through his / her / its duly appointed proxy(ies),are set out in the accompanying Company’s announcement dated 15 December 2022. This announcement may be accessed at the Company’s corporate website at the URL <https://www.imperium-crown.com/news>, and will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Each of the resolutions to be put to the vote of Members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
4. (a) 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.

# NOTICE OF ANNUAL GENERAL MEETING

- (b) A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's instrument appointing a proxy(ies) 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 of Singapore.

5. A proxy need not be a Member of the Company.
6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
- (a) if submitted by post, be deposited at the registered office of the Company at 1 Commonwealth Lane, #06-20 One Commonwealth, Singapore 149544; or
- (b) if submitted electronically, be sent via email to the Company, at [agm2022@imperium-crown.com](mailto:agm2022@imperium-crown.com),

in either case, not less than seventy-two (72) hours before the time appointed for holding the AGM.

The proxy form may be accessed at the Company's corporate website at the URL <https://www.imperium-crown.com/news> and SGX's website at the URL <https://www.sgx.com/securities/companyannouncements>. A Member who wishes to submit an instrument of proxy 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.

7. Completion and return of the instrument appointing a proxy(ies) by a Member will not prevent him / her from attending, speaking and voting at the AGM if he / she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the Member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.
8. Central Provident Fund ("CPF") or Supplemental Retirement Scheme ("SRS") investors who hold the Company's shares through CPF Agent Banks or SRS Operators:
- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes **by 5.00 p.m. on Monday, 19 December 2022**.
9. The Company's Annual Report 2022 and the Directors' Statement and the revised and re-issued Audited Financial Statements of the Company for the financial year ended 30 June 2020 may be accessed at the Company's corporate website at the URL <https://www.imperium-crown.com/news> and will also be made available on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

## Personal data privacy:

By submitting (a) an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) questions in advance of, or at the AGM, in relation to any resolution set out in the Notice of AGM, a Member of the Company:

- (1) 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 (collectively, the "Purposes"):

# NOTICE OF ANNUAL GENERAL MEETING

- (a) processing and administration and analysis by the Company (or its agents or service providers) of the appointment of a proxy(ies) and/or representative(s) for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the AGM (including any adjournment thereof);
  - (b) processing of the registration for purpose of granting access to the Members (or their corporate representatives in the case of the Members which are legal entities) to observe the proceedings of the AGM of the Company and providing them with any technical assistance where necessary;
  - (c) addressing all substantial and relevant questions received from the Members relating to the resolutions set out in the Notice of AGM to be tabled for approval at the AGM prior to, or at, the AGM and if necessary, following up with the relevant Members in relation to such questions; and
  - (d) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.
- (2) warrants that where the Member discloses the personal data of the Member's proxy(ies) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy(ies) for the Purposes and 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.