

**OLIVE TREE ESTATES LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration No.: 200713878D

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 December 2022 issued by Olive Tree Estates Limited (the "**Circular**").*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Olive Tree Estates Limited (the "**Company**") will be convened and held at 114 Lavender Street, #18-01, CT Hub 2 Singapore 338729 on Wednesday, 22 December 2022 at 10.00a.m. for the purpose of considering and, if thought fit, passing, with or without modifications the following resolutions:

**ORDINARY RESOLUTION 1: THE PROPOSED SUBSCRIPTION**

**THAT** subject to and contingent upon the passing of Resolution 2:

- (a) pursuant to section 161 of the Companies Act and Rules 803 and 805 of the Catalist Rules, approval be and is hereby given to the Directors to allot and issue an aggregate of 47,000,000 Subscription Shares to the Investors at the Issue Price of S\$0.15 per Subscription Share, pursuant to the terms and subject to the conditions of the Subscription Agreement (the "**Proposed Subscription**") which will result in the transfer of a controlling interest in the Company; and
- (b) the Directors and each of them be and are hereby authorised and empowered to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution, including without limitation, to negotiate, sign, execute and deliver all documents (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

**ORDINARY RESOLUTION 2: THE PROPOSED WHITEWASH RESOLUTION**

**THAT** subject to and contingent upon the passing of Resolution 1, and subject to the conditions set out in the letter from the Securities Industry Council dated 22 November 2022 being fulfilled, the Independent Shareholders do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Investors with respect to the control of the Company in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**"), for all the Shares not already owned or controlled by them as a result of the Proposed Subscription.

**Shareholders should note that Ordinary Resolutions 1 and 2 are inter-conditional. This means that if Ordinary Resolution 1 is not approved, Ordinary Resolution 2 will not be tabled at the EGM.**

**BY ORDER OF THE BOARD**

Mr. Daniel Cuthbert Ee Hock Huat  
Independent Non-Executive Chairman  
Singapore  
7 December 2022

## **NOTES:**

### **Access to Documents of Information Relating to the EGM**

1. Printed copies of this Notice of EGM, Proxy Form, and Circular will NOT be sent to members. These documents are available to members by electronic means only via publication on SGXNet at the URL at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <https://www.olivetreeestates.com> from the date of this Notice of EGM, 7 December 2022.

### **Submission of Proxy Forms to Vote**

2. A proxy need not be a member of the Company.
3. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead.
4. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
5. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
6. Investors holding shares under the Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of a proxy or proxies for the EGM.
7. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner: a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or b) if submitted electronically, be submitted via email to the Company at [agm@olivetreeestates.com](mailto:agm@olivetreeestates.com) using a clear scanned signed form PDF, in either case not less than forty-eight (48) hours before the time for holding the EGM. **Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment).
9. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
10. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
11. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
12. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or the hand of its attorney or duly authorised officer. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

## **IMPORTANT INFORMATION**

The EGM is being convened and will be held physically pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (the "**Physical Meeting**"). **There will be no option for Shareholders to participate virtually.**

### **1. Attendance**

Due to the COVID-19 situation, the Company may restrict the number of attendees at the Physical Meeting to such number as the Directors may determine in compliance with the prevailing Ministry of Health ("**MOH**") advisory.

### **2. Voting**

Voting on the resolution tabled at the EGM will be by poll in accordance with the Memorandum and Articles of Association of the Company.

### **3. Submission of Questions in Advance**

Members may submit their questions in relation to the business of the EGM by email to [agm@olivetreeestates.com](mailto:agm@olivetreeestates.com). All questions must be submitted within seven (7) calendar days from the date of this Notice of EGM, i.e. by 10.00 a.m. on 14 December 2022 (the "**Cut-Off Time**").

The Company will endeavor to address questions which are substantial and relevant and received from members who are verifiable against the Depository Register or the Register of Members. The Company's responses to members' questions will be posted on SGXNet and the Company's website not later than forty-eight (48) hours before the closing date and time for the lodgement of the Proxy Forms, i.e. by 10.00 a.m. on 18 December 2022 or during the EGM.

Verified members and Proxy(ies) attending the Physical Meeting will be able to ask questions in person at the EGM venue. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website and the minutes will include the responses to the questions referred to above.

### **4. Precautionary measures to minimise the risk of COVID-19**

The following steps will be taken for the members and others attending the EGM to help to minimise the risk of community spread of the virus:

- (a) All attendees must comply with the prevailing guidelines on safe distancing and wearing of face masks at the EGM Venue.
- (b) Members and Proxy(ies) who are feeling unwell on the date of the EGM are advised not to attend the Physical Meeting.
- (c) Members and Proxy(ies) who intend to attend the EGM are advised to arrive at the Physical Meeting earlier, as the measures mentioned above may cause delay in the registration process.

The Company seeks the understanding and co-operation of all Members to safeguard public health and safety and minimise the risk of community spread of COVID-19.

### **Further Updates**

Members should note that the manner of conducting the EGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the EGM will be announced by the Company on SGXNet. Members are advised to check SGXNet and the Company's website regularly for any further updates.

### **Personal Data Privacy**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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, RHT Capital Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). This notice has not been examined or approved by the SGX-ST and the SGX-ST 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 details of the contact person for the Sponsor are as follows:*

*Name: Ms Bao Qing, Registered Professional*

*Address: 36 Robinson Road, #10-06, City House, Singapore 068877*

*Email: Sponsor@rhtgoc.com*