

CIRCULAR DATED 8 JULY 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, accountant, solicitor or other professional adviser immediately.

This Circular, together with the Notice of Extraordinary General Meeting ("**Notice of EGM**") and the accompanying Proxy Form (as defined herein) have been made available on SGXNet and the Company's website at the URL <https://www.envictus-intl.com>. **Printed copies of this Circular will NOT be despatched to Shareholders (as defined herein).** If you have sold or transferred all your shares in the capital of Envictus International Holdings Limited (the "**Company**"), you should inform the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected, for onward notification to the purchaser or transferee that this Circular, together with the Notice of EGM and the accompanying Proxy Form, can be accessed via SGXNet and the Company's website at the URL <https://www.envictus-intl.com> and immediately forward the Notice of EGM and the Proxy Form.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

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 (the "**COVID-19 Order**"), the EGM (as defined herein) will be conducted by electronic means and Shareholders will not be able to attend the EGM physically. Alternative arrangements have been put in place to allow Shareholders to participate in the EGM by (i) by watching a "live" webcast or listening to a "live" audio feed; (ii) submitting questions in advance of, or "live" at the EGM; and (iii) voting at the EGM "live" by the Shareholders themselves or their duly appointed proxy(ies) or by appointing the Chairman of the Meeting as proxy to vote on their behalf at the EGM. Please refer to paragraph 15 of this Circular and the Notice of EGM for further information, including the steps to be taken by Shareholders to participate in the EGM.



ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200313131Z)

CIRCULAR TO SHAREHOLDERS

in relation to:

THE PROPOSED RATIFICATION OF (A) THE DISPOSAL OF THE PROPERTY LOCATED AT PULAU INDAH, SELANGOR; (B) THE DISPOSAL OF THE PLANT AND EQUIPMENT LOCATED AT PULAU INDAH, SELANGOR; AND (C) THE DISPOSAL OF THE CUSTOMER PORTFOLIO OF DE-LUXE FOOD SERVICES SDN BHD

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	2 August 2022 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	5 August 2022 at 11.00 a.m.
Place of Extraordinary General Meeting	:	The EGM will be held by way of electronic means.

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires or is otherwise stated:

“Bank Pertanian”	: Bank Pertanian Malaysia Berhad
“Board” or “Board of Directors”	: The board of Directors of the Company
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Shareholders dated 8 July 2022
“Companies Act”	: The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	: Envictus International Holdings Limited
“COVID-19 Order”	: COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time
“Customer Portfolio”	: The Petronas Customer Portfolio and the Other Customer Portfolio
“Customer Portfolio Disposal”	: The Petronas Customer Portfolio Disposal and the Other Customer Portfolio Disposal
“Deed Poll”	: The deed poll dated 19 October 2018 entered into by the Company
“DFSSB”	: De-luxe Food Services Sdn Bhd
“Directors”	: The directors of the Company for the time being
“Disposals”	: The Property Disposal, the Plant Disposal and the Customer Portfolio Disposal
“Earlier Plant SPA”	: The conditional plant and equipment purchase agreement dated 31 March 2021 entered into between DFSSB and the Purchaser in respect of the Plant Disposal and which has been superseded by the Plant SPA
“Earlier Property SPA”	: The conditional plant and equipment purchase agreement dated 31 March 2021 entered into between PBSB and the Purchaser in respect of the Property Disposal and which has been superseded by the Property SPA
“EGM”	: The extraordinary general meeting of the Company, notice of which is set out on pages 23 to 24 of this Circular
“Extension of Time”	: The 3-month extension of time sought by the Company from the SGX-ST to complete the ratification of the Disposals
“Full Homes”	: Full Homes Realty Sdn Bhd
“FY”	: Financial year ended or ending, as the case may be, 30 September, unless otherwise stated

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“FY2021”	:	Financial year ended 30 September 2021
“Group”	:	The Company, its subsidiaries and associated companies
“Latest Practicable Date”	:	1 July 2022, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The Listing Manual of the SGX-ST
“Notice of EGM”	:	The notice of EGM set out on pages 23 to 24 of this Circular
“NTA”	:	Net tangible assets, being total assets less total liabilities and intangible assets
“OEM Agreement”	:	The OEM Agreement dated 31 March 2021 entered into between DFSSB and the Purchaser in respect of, amongst others, the Customer Portfolio Disposal
“Other Customer Portfolio”	:	The customer portfolio of DFSSB with (1) Pok Brothers, (2) Famous Amos, (3) San Francisco Coffee (4) Havi (Subway) and (5) Monty’s Bake House
“Other Customer Portfolio Disposal”	:	The disposal of the Other Customer Portfolio by DFSSB to the Purchaser and which was completed on 11 February 2022
“PBSB”	:	Polygold Beverages Sdn Bhd
“Petronas Customer Portfolio”	:	The customer portfolio of DFSSB with Petroliam Nasional Berhad (commonly known as Petronas) (local Malaysian market, excluding the export market)
“Petronas Customer Portfolio Disposal”	:	The disposal of the Petronas Customer Portfolio by DFSSB to the Purchaser and which was completed on 14 October 2021
“Plant”	:	The single storey factory with all the manufacturing equipment therein and a two storey office with all the fixtures and fittings erected thereon located at Pulau Indah, Selangor
“Plant Disposal”	:	The disposal of the Plant by DFSSB to the Purchaser which was completed on 11 February 2022
“Plant SPA”	:	The asset sale agreement dated 31 January 2022 entered into between DFSSB and the Purchaser in respect of the Plant Disposal and which supersedes the Earlier Plant SPA
“Property”	:	The property located at Pulau Indah, Selangor
“Property Disposal”	:	The disposal of the Property by PBSB to the Purchaser which was completed on 11 February 2022
“Property SPA”	:	The sale and purchase agreement dated 31 January 2022 entered into between PBSB and the Purchaser in respect of the Property Disposal and which supersedes the Earlier Property SPA
“Proposed Ratification”	:	The proposed ratification of the Disposals
“Proxy Form”	:	The proxy form in respect of the EGM enclosed in this Circular

DEFINITIONS

“Purchaser”	:	Aryzta Food Solutions Malaysia Sdn Bhd
“RM” and “sen”	:	Malaysian Ringgit and sen, respectively, being the lawful currency of Malaysia
“S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of Singapore
“Securities Accounts”	:	Securities accounts maintained by Depositors with CDP but not including securities sub-accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of the Shares, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors whose Securities Accounts are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Valuation Requirement Waiver”	:	The waiver sought by the Company from the SGX-ST of the valuation requirements under Rule 1014(5) of the Listing Manual in respect of the Disposals
“Voting Undertakings”	:	The voting undertakings received by the Company from Dato’ Jaya J B Tan, Dato’ Kamal Y P Tan and other Shareholders collectively holding shares in excess of 50.0% of the total number of Shares in the Company to vote in favour of the Proposed Ratification of the Disposals at the EGM
“Waiver Application”	:	The waiver application dated 20 September 2021 submitted by the Company to the SGX-ST seeking a waiver from the requirement under the Listing Manual to obtain the approval of Shareholders for the Disposals
“Warrants”	:	As at the Latest Practicable Date, the 105,195,904 outstanding unexercised warrants in registered form allotted and issued by the Company on 28 November 2018 pursuant to the terms and conditions set out in the Deed Poll, with each warrant carrying the right to subscribe for one Share
“%” or “per cent”	:	Per centum or percentage

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine shall, where applicable, include the feminine and neuter gender and vice versa. References to persons shall, where applicable, include corporations.

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted and, unless the context otherwise requires, any word defined under the Companies Act or the Listing Manual or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning set out under the Companies Act or the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

Any reference to date and time of day in this Circular shall be a reference to Singapore date and time, unless otherwise stated.

Any discrepancies in the figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation.

For the purposes of this Circular, Morgan Lewis Stamford LLC has been appointed as the legal counsel to the Company in relation to Singapore law.

LETTER TO SHAREHOLDERS

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200313131Z)

Board of Directors:

Dato' Jaya J B Tan (Executive Chairman)
Datuk Dr Sam Goi Seng Hui (Non-Executive Vice-Chairman)
Dato' Kamal Y P Tan (Non-Executive Director and Adviser)
Teo Chee Seng (Independent Director)
John Lyn Hian Woon (Independent Director)
Mah Weng Choong (Non-Executive Director)

Registered Office:

SGX Centre II, #17-01
4 Shenton Way
Singapore 068807

8 July 2022

To: The Shareholders of Envictus International Holdings Limited

Dear Shareholder

THE PROPOSED RATIFICATION OF (A) THE DISPOSAL OF THE PROPERTY LOCATED AT PULAU INDAH, SELANGOR; (B) THE DISPOSAL OF THE PLANT AND EQUIPMENT LOCATED AT PULAU INDAH, SELANGOR; AND (C) THE DISPOSAL OF THE CUSTOMER PORTFOLIO OF DE-LUXE FOOD SERVICES SDN BHD

1. INTRODUCTION

1.1. Extraordinary General Meeting

The Board is convening the EGM to seek Shareholders' approval for the ordinary resolution to approve the proposed ratification of the Disposals (the "**Proposed Ratification**").

1.2. Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Ratification and to seek Shareholders' approval for the Proposed Ratification as set out in the Notice of EGM.

1.3. SGX-ST

The SGX-ST assumes no responsibility for the correctness of the statements made or reports contained, or opinions expressed, in this Circular.

2. THE PROPOSED RATIFICATION OF THE DISPOSALS

2.1. Background

On 31 March 2021, the Company announced that

- (a) Polygold Beverages Sdn Bhd ("**PBSB**"), a wholly-owned subsidiary of the Company, had on 31 March 2021 entered into a conditional option sale and purchase agreement (the "**Earlier Property SPA**") with Aрызta Food Solutions Malaysia Sdn Bhd (the "**Purchaser**") for the sale of the land located at Pulau Indah, Selangor (the "**Property**") for a consideration of RM12,000,000 (the "**Property Disposal**"); and
- (b) De-luxe Food Services Sdn Bhd ("**DFSSB**"), a wholly-owned indirect subsidiary of the Company, had on 31 March 2021 entered into a conditional plant and equipment purchase agreement (the "**Earlier Plant SPA**") with the Purchaser for the sale of a single storey factory with all the manufacturing equipment therein and a two storey office with all the fixtures and fittings erected thereon located at Pulau Indah, Selangor (collectively, the "**Plant**") for a consideration of RM76,000,000 (the "**Plant Disposal**"); and

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- (c) DFSSB had on 31 March 2021 entered into a manufacturing, operations, supply and purchase agreement (the “**OEM Agreement**”) with the Purchaser for, amongst others, the sale of the Customer Portfolio (the “**Customer Portfolio Disposal**”).

On 31 January 2022, the Company announced certain revisions to the terms of the Property Disposal and the Plant Disposal to bring forward the completion of the Property Disposal and the Plant Disposal.

Under the terms of the Earlier Property SPA and the Earlier Plant SPA, it was agreed between the parties that the Purchaser shall issue a notice to proceed with the sale and purchase of the Property and a notice to proceed with the sale and purchase of the Plant from the period between 2 years to 5 years from the date of the Earlier Property SPA and the Earlier Plant SPA respectively and PBSB and DFSSB had undertaken to sell the Property and Plant respectively to the Purchaser within 2 years to 5 years from the date of the Earlier Property SPA and Earlier Plant SPA.

The parties agreed to bring forward the completion of the Property Disposal and the Plant Disposal. In this regard, PBSB and the Purchaser entered into a revised sale and purchase agreement in relation to sale of the Property (the “**Property SPA**”) and DFSSB and the Purchaser entered into a revised asset sale agreement in relation to the sale of the Plant (“**Plant SPA**”) on 31 January 2022, to reflect the earlier completion of the Property Disposal and the Plant Disposal respectively and consequential changes to the terms relating thereto. The terms of the Property SPA and the Plant SPA supersede the terms of the Earlier Property SPA and the Earlier Plant SPA respectively.

The terms of the Property SPA and the Plant SPA were materially similar to the terms of the Earlier Property SPA and the Earlier Plant SPA respectively, save for revisions to the terms relating to the earlier completion of the Property Disposal and the Plant Disposal and other consequential changes to the terms relating thereto. For the avoidance of doubt, there was no change to the consideration to be paid by the Purchaser for the Property and the Plant.

The Company considered that the shorter purchase and completion timeline was more favorable to the Company than the 2 to 5 years timeline previously agreed in the Earlier Property SPA and the Earlier Plant SPA as it would stem further losses being incurred by the frozen bakery segment. Moreover, the OEM Agreement was not as lucrative as initially expected as the demand for pre frozen products was negatively impacted by the ongoing COVID-19 pandemic. DFSSB received fewer orders from the Purchaser to manufacture and produce pre frozen bakery products under the OEM Agreement than expected, and accordingly the actual revenue received by DFSSB under the OEM Agreement was lower than originally anticipated.

2.2. Proposed Ratification

As the relative figures for the Disposals (on an aggregated basis) under Rules 1006 (a) and (c) of the Listing Manual exceed 20%, the Disposals (on an aggregated basis) constituted a “major transaction” under Chapter 10 of the Listing Manual and required the approval of the Shareholders at an EGM to be convened.

On 20 September 2021, the Company submitted an application to the SGX-ST to seek a waiver from the requirement under Rule 1014(2) of the Listing Manual to obtain the approval of Shareholders for the Disposals (the “**Waiver Application**”).

The Company had sought the waiver requested for under the Waiver Application on the following grounds:

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- (a) The frozen bakery business is a loss-making business of the Group, contributing to only 4.5% of the revenue of the Group for FY2020, and contributes negatively to the bottom line of the Group. The frozen bakery business has been consistently making losses over the years due to low sales volume and high overhead and underutilization of production capacity. It has accumulated losses of RM119.7 million (including impairment losses of RM51.7 million for property, plant and equipment) as of 30 September 2020 and has incurred substantial losses for the current 11-months financial period. The frozen bakery business is expected to continue making losses and is expected to require cash injection to sustain its business operations in FY2022 until the completion of the Disposals. It is therefore in the interests of the Group and its shareholders to complete the Disposals as soon as possible to stem such losses.
- (b) Additionally, the OEM Agreement with the Purchaser is not likely to be lucrative as demand from them is affected by the ongoing COVID-19 pandemic.
- (c) The Plant Disposal will also relieve cash resources of the Group as the Company has been continuously making advances to the bakery business to support its working capital requirements, capital expenditure and bank repayments. As at 31 August 2021, the bakery business owes approximately RM37.3 million to the Company.
- (d) The Board is of the view that there will be an improvement in the risk profile of the Company arising from the Disposals as the Disposals constitute the divestment of loss-making business segments of the Group and will stem further losses being incurred by the frozen bakery business.
- (e) The Group is in the process of streamlining its business operations and the Disposals are carried out as part of its efforts to divest its loss-making businesses and assets and to focus on its other existing core businesses. The Disposals therefore represent a good opportunity for the Group to realise the gain arising from the Plant Disposal of RM8.3 million and the Property Disposal of RM3.7 million respectively (based on the financial statements of the Group as of 31 August 2021). The Group intends to use the net proceeds from the Disposals for the repayment of bank borrowings and creditors for the frozen bakery business.
- (f) In the case of the Disposals, the relative figure for Rule 1006(b) of the Listing Manual is a negative figure because the Group reported a net loss before tax of RM87.069 million for the period from 1 October 2019 to 30 September 2020 while the Disposals will result in a profit on disposal. As such, the Company considers that the relative figures pursuant to Rule 1006(b) of the Listing Manual is not meaningful and should be disregarded.
- (g) The Purchaser is not an interested person as defined under Chapter 9 of the Listing Manual. None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Disposals, other than their capacity as a director or shareholder of the Company.
- (h) The significant amount of time taken to convene an EGM to obtain shareholders' approval before completing the Disposals will only prolong the losses being incurred by this loss-making business segment.

The Company had also conveyed to the SGX-ST that the waiver under the Waiver Application should be granted for the following reasons:

- (i) The Directors are of the view that there will be no adverse material change in the Company's risk profile as the Disposals would in fact result in an improvement in group debt to equity ratio, relieve the Company of the need for further cash injection for working capital of the bakery business and stem the losses arising from this business.
- (j) While the Plant and the Property are not considered non-core assets of the Company, there are other compelling reasons for a waiver be granted. The Disposals represent a disposal of assets of loss making business which has been draining the cash resources of the Group and has incurred and is continuing to incur substantial losses. This is an opportunity to realise the gain on disposal.

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- (k) The Company has obtained voting undertakings from Shareholders holding more than 50% shares in the Company to vote in favor of the Disposals.

On 4 February 2022, the Company announced that the SGX-ST had informed the Company that based on the Company's representations and submissions to the SGX-ST, the Waiver Application has been rejected. In arriving at its decision, the SGX-ST took into consideration, amongst others, that the Company had not fulfilled the assessment under Paragraph 7.3 of Practice Note 10.1 of the Listing Manual¹ and that the relative figure under Rule 1006(a) of the Listing Manual shows that the Company is disposing a significant percentage of the Group's net assets. Notwithstanding the foregoing, the SGX-ST stated that it has no objection to the Company's request for shareholders' approval for the Disposals to be sought by way of a ratification resolution at an EGM to be convened after the completion of the Disposals, but no later than 3 months after the completion of the Disposals.

The Petronas Customer Portfolio Disposal was completed on 14 October 2021, while the Property Disposal, Plant Disposal and Other Customer Portfolio Disposal were completed on 11 February 2022. The Company is convening this EGM after the completion of the Disposals for the purposes of seeking Shareholders' approval for the Proposed Ratification of the Disposals.

On 5 April 2022, the Company had submitted an application to the SGX-ST seeking (a) a waiver of the valuation requirements under Rule 1014(5) of the Listing Manual in respect of the Disposals (the **"Valuation Requirement Waiver"**) and (b) a 3-month extension of time to complete the ratification of the Disposals (the **"Extension of Time"**) in order to allow the SGX-ST to consider the Valuation Waiver Application and to provide its clearance for the Circular. Please refer to paragraph 7.2 for further information on the application for the Valuation Requirement Waiver and the Extension of Time and the outcome of such application.

3. PROPERTY DISPOSAL

3.1. Information on the Property

The Property is leasehold and located at PT 129328 (Lot 158512), Jalan Sungai Pinang 4/7/KS11, Taman Perindustrian Pulau Indah, 42920 Pulau Indah, Selangor with a land area of 20,733.34 square metres. Prior to the completion of the Property Disposal, the Property was used by the Group for the manufacturing and distribution of convenient value-added frozen food and bakery products.

3.2. Information on the Purchaser

The information on the Purchaser was provided by the Purchaser and/or extracted from publicly available sources. In respect of such information, the Company and the Directors have not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to the proper extraction and reproduction herein in the context that the information is being disclosed in this announcement.

¹ Paragraph 7.3 of Practice Note 10.1 of the Listing Manual provides that the SGX-ST may grant the waiver in the following circumstances:

- (a) a proposed transaction has been foreshadowed or investors have had the opportunity to consider and vote in favour of the proposal at a previous general meeting; and
- (b) a proposed disposal involves a non-core asset. This is because a non-core asset is not likely to affect the nature of the issuer's principal business. A non-core asset is one that meets all of the following criteria:
 - (i) it is not critical to the principal business activity of the issuer;
 - (ii) it is ancillary to the principal business activity of the issuer; and
 - (iii) it is not an existing principal business (as described in Paragraph 2.4 of Practice Note 10.1 of the Listing Manual) of the issuer

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The Purchaser is a company incorporated in Malaysia and a subsidiary of Aryzta AG, which is a Swiss listed international food bakery business. Aryzta AG manufactures a wide range of convenience bakery food to the food service, retail and QSR sectors from its 54 bakeries located across Europe, North America, South America, Asia, Australia and New Zealand.

There is no introducer to the Purchaser and the Purchaser is a past customer of DFSSB.

3.3. Principal Terms of the Property Disposal

3.3.1. Property Disposal

The Purchaser agreed to purchase, and PBSB agreed to sell the, Property, free from all encumbrances, on the terms and conditions of the Property SPA. The Property Disposal was completed on 11 February 2022.

3.3.2. Consideration

The consideration for the Property Disposal was RM12,000,000 and was paid by the Purchaser in the following manner:

- (a) the sum of RM840,000, representing 7% of the purchase consideration for the Property, was paid by the Purchaser to PBSB prior to the date of the Property SPA on 15 June 2021;
- (b) the sum of RM360,000, representing 3% of the purchase consideration for the Property, was retained by the Purchaser and released to the Purchaser's solicitors on the date of the Property SPA; and
- (c) the balance sum of RM10,800,000, representing the remaining 90% of the purchase consideration for the Property, was paid by the Purchaser to Bank Pertanian to redeem the Property on the date of completion of the Property Disposal.

3.3.3. Condition Precedent

The completion of the Property Disposal was conditional upon the Company having obtained the approval of Shareholders for the Property Disposal and the Plant Disposal or a waiver from the SGX-ST in respect thereof and PBSB was required to procure that the satisfaction of such condition precedent as soon as possible after the signing of the Property SPA.

The parties agreed that the condition precedent was satisfied with the confirmation from SGX-ST that it had no objection to the Company's request for shareholders' approval for the Disposals to be sought by way of a ratification resolution at an EGM to be convened after the completion of the Disposals.

3.3.4. Other Salient Terms

The Purchaser has taken all the necessary steps to apply for the written consent of the relevant state authority for the sale and transfer of the Property to the Purchaser.

4. PLANT DISPOSAL

4.1. Information on the Plant

The Plant is owned by DFSSB comprises a single storey factory with all the manufacturing equipment therein and a two storey office with all the fixtures and fittings erected thereon located at PT 129328 (Lot 158512), Jalan Sungai Pinang 4/7/KS11, Taman Perindustrian Pulau Indah, 42920 Pulau Indah, Selangor with a floor area of 12,051.94 square metres. The Group operates a Food Processing Division which comprises its bakery business and butchery business. The frozen bakery business is operated under DFSSB. Prior to the completion of the Plant Disposal, the Plant was used by DFSSB for the manufacturing and distribution of convenient value-added frozen food and bakery products as part of the Group's bakery business. DFSSB manufactures frozen food and bakery products for its OEM partners, including certain pre frozen bakery products manufactured for the Purchaser under the OEM arrangement, and also manufactures its own range of frozen food and bakery products.

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There was a tenancy agreement entered into between DFSSB and PBSB as the Plant (i.e. a factory building) which is owned by DFSSB is located on the Property (i.e. the land located at Pulau Indah, Selangor) which is owned by PBSB.

4.2. Information on the Purchaser

Please refer to paragraph 3.2 above for information on the Purchaser.

4.3. Principal Terms of the Plant Disposal

4.3.1. Plant Disposal

The Purchaser agreed to purchase and DFSSB agreed to sell the Plant on the terms and conditions of the Plant SPA. The Plant Disposal was completed on 11 February 2022.

4.3.2. Consideration

The consideration for the Plant Disposal was RM76,000,000 and was paid by the Purchaser in the following manner:

- (a) the sum of RM5,749,234 was paid by the Purchaser to DFSSB prior to the date of the Plant SPA between 24 December 2021 to 13 January 2022;
- (b) the balance sum of RM70,250,766 was paid by the Purchaser to Bank Pertanian to redeem the Plant on the date of completion of the Plant Disposal.

4.3.3. Condition Precedent

The completion of the Plant Disposal was conditional upon the Company having obtained the approval of Shareholders for the Property Disposal and the Plant Disposal or a waiver from the SGX-ST in respect thereof.

The parties agreed that the condition precedent was satisfied with the confirmation from SGX-ST that it had no objection to the Company's request for shareholders' approval for the Disposals to be sought by way of a ratification resolution at an EGM to be convened after the completion of the Disposals.

5. OEM AGREEMENT

5.1. OEM Arrangement

Under the OEM Agreement, the Purchaser appointed DFSSB as an authorised manufacturer to manufacture and produce certain pre frozen bakery products in accordance to its specifications, requirements and under its operational supervision for sale to the Purchaser or its group companies on the terms and conditions of the OEM Agreement. The Purchaser carries on a business as manufacturer, seller and exporter of frozen bakery, par-baked artisan breads and specialty bakery products, while DFSSB is a Malaysian local bakery manufacturer seller and exporter of specialized frozen bakery and puff products and owns the Plant located at Pulau Indah. The OEM arrangement under the OEM Agreement came into effect on 31 March 2021 and was terminated on the completion of the Disposals.

5.2. Entry into the Earlier Property SPA and Earlier Plant SPA

It was a term of the OEM Agreement that DFSSB procures that PBSB enters into the Earlier Property SPA and DFSSB enters into the Earlier Plant SPA on the date of the OEM Agreement.

5.3. Customer Portfolio Disposal

Additionally, under the OEM Agreement, DFSSB agreed to sell and the Purchaser agreed to purchase:

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- (a) its customer portfolio with Petroliam Nasional Berhad (commonly known as Petronas) (local Malaysian market, excluding the export market)² (the “**Petronas Customer Portfolio**”) from DFSSB (the “**Petronas Customer Portfolio Disposal**”); and
- (b) its customer portfolio with (1) Pok Brothers, (2) Famous Amos, (3) San Francisco Coffee (4) Havi (Subway) and (5) Monty’s Bake House (the “**Other Customer Portfolio**”), for a purchase price to be determined by the Purchaser (the “**Other Customer Portfolio Disposal**”),

(collectively, the “**Customer Portfolio Disposal**”).

The sale of the Petronas customer portfolio was completed on 14 October 2021³ for a consideration of RM892,514. The consideration for the Petronas customer portfolio was based on 50% of the aggregate sales value to Petronas from April 2020 till March 2021. The total sales during this period was RM1,785,027.86 and the consideration for the Petronas customer portfolio was RM892,813.93, being 50% of the sale value.

The Other Customer Portfolio Disposal was completed on 11 February 2022 (on the same date as the Property Disposal and the Plant Disposal). There was no separate consideration payable for the Other Customer Portfolio Disposal as it was considered to be sold to the Purchaser as part of a package deal together with the sale of the Property and the Plant.

6. RATIONALE AND USE OF PROCEEDS

6.1. Rationale

The Disposals and the consideration for the Disposals were negotiated with the Purchaser as a package deal and arrived at on a willing buyer willing seller basis after taking into consideration, amongst other factors, the only available offer that the Group was able to obtain for the sale of the Property, the Plant and the Customer Portfolio. The Disposals represent a good opportunity to sell a loss-making business segment, stem further losses being incurred by the frozen bakery segment and realize a gain on disposal. The frozen bakery business is a loss-making business of the Group, contributing to only 5% of the revenue of the Group for FY2021. The Group is in the process of streamlining its business operations and the Disposals were carried out as part of such efforts. The Board considers that this was the only offer package for the sale of the Property, the Plant and the Customer Portfolio, with the OEM Agreement generating revenue during the duration of the OEM Agreement prior to the completion of the Property Disposal and the Plant Disposal. In relation to the Customer Portfolio Disposal, the OEM arrangement under the OEM Agreement involves the manufacturing of products by DFSSB for the Purchaser. There is no reason to retain the Customer Portfolio following the completion of the Property Disposal and Plant Disposal as the DFSSB will no longer be manufacturing frozen bakery products for customers and will be exiting the bakery business after the completion of the Property Disposal and the Plant Disposal.

The Directors are of the view that there will be no adverse material change in the Company’s risk profile as the Disposals would in fact result in an improvement in group debt to equity ratio, relieve the Group of the need for further cash injection for working capital of the bakery business and stem the losses arising from this business.

The Disposals will not result in a material change to the nature of the Company’s core business. Following the disposals, the Group’s companies were able to secure alternative suppliers to supply them with frozen bakery products and were not adversely impacted by the Disposals. The Group continues to operate its core business segments in the Food Services Division (comprising Texas Chicken and San Francisco Coffee), the Trading and Frozen Food Division and the Dairies Division (manufacturing and distribution of condensed and evaporated milk). While the Group will be disposing of part of its Food Processing Division with the disposal of its bakery business pursuant to the Disposals, it will continue to operate its butchery business (which is part of its Food Processing Division).

² DFSSB supplies bakery items to Petroliam Nasional Berhad to be sold at the petrol kiosks nationwide in Malaysia.

³ The Petronas Customer Portfolio Disposal (on its own) was a non-disclosable transaction and was completed ahead of the Property Disposal, the Plant Disposal and the Other Customer Portfolio Disposal.

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The bakery business sold pursuant to the Disposals contributed to:

- (a) 5% of the Group's revenue, -10% of the Group's net assets and 15% of the Group losses before taxes for FY2021;
- (b) 4% of the Group's revenue, -7% of the Group's net assets and 60% of the Group losses before taxes for FY2020; and
- (c) 5% of the Group's revenue, 10% of the Group's net assets and 38% of the Group losses before taxes for FY2019.

6.2. Use of Proceeds

The Group used approximately 91.7% of the net proceeds from the Disposals for the repayment of term loans and approximately 8.3% of the net proceeds from the Disposals for working capital for the Group. In accordance with the terms of the Disposal Agreements, as of the completion date of the Disposals, the Group has received all of the consideration for the Disposals from the Purchaser.

7. VALUE OF THE PROPERTY, PLANT AND CUSTOMER PORTFOLIO

7.1. Book Value and Net Asset Value

Based on the latest audited consolidated financial statements for FY2021, the net book value and net asset value of the Property is RM7,942,000, the net book value and net asset value of the Plant is RM76,000,000 and the net book value and net asset value of the Customer Portfolio is RM Nil. The net book value and net asset value of the Property, Plant and Customer Portfolio (on an aggregated basis) is RM83,942,000.

7.2. Valuation and Extension of Time for Ratification

Rule 1014(5) of the Listing Manual states that notwithstanding Rule 1014(2), where a disposal of assets is one where any of the relative figure as computed on the bases set out in Rule 1006 exceeds 75%, the issuer must appoint a competent and independent valuer to value the assets to be disposed.

The relative figure calculated pursuant to Rule 1010(c) of the Listing Manual in respect of the Disposals (on an aggregated basis) was 76.9% and accordingly an independent valuation of the disposal assets was required. However, no independent valuation was conducted on the Property, Plant and Customer Portfolio by the Group for the purpose of the Disposals.

Accordingly, the Company had on 5 April 2022 submitted an application seeking (a) the Valuation Requirement Waiver and (b) the "Extension of Time in order to allow the SGX-ST to consider the Valuation Waiver Application and to provide its clearance for the Circular.

The Company had sought the Valuation Requirement Waiver for the following reasons:

- (a) As the consideration offered for the Property was close to the recent transacted prices, no independent valuation was conducted on Property by the Group for the purpose of the Disposals. The Company is of the view that the consideration offered for the Property by the Purchaser was reasonable.
- (b) As the Plant (with the equipment therein) is customized, there is no other similar plant that would be available to the Group to meaningfully compare or benchmark the value of the Plant against.
- (c) In addition, there were numerous suppliers (mainly foreign companies) involved in the setting up of the Plant and the installation of the equipment and it would be a long, costly and laborious process for the Group to commission valuations for each separate piece of equipment which would have delayed the completion of the Disposals and may have resulted in the Group being unable to secure the deal. It is logistically impractical for the Group to commission a valuation of the Plant.

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- (d) Moreover, the offer by the Purchaser was the only available offer made for the sale of the Property, Plant and Customer Portfolio. The Disposals and the consideration for the Disposals were negotiated with the Purchaser as a package deal and arrived at on a willing buyer willing seller basis after taking into consideration, amongst other factors, the only available offer that the Group was able to obtain for the sale of the Property. The Disposals represent a good opportunity to sell a loss-making business segment, stem further losses being incurred by the frozen bakery segment and realize a gain on disposal. The frozen bakery business is a loss-making business of the Group, contributing to only 5% of the revenue of the Group for FY2021. The Group is in the process of streamlining its business operations and the Disposals were carried out as part of such efforts. Given the benefits arising from the Disposals, and that this was the only offer package for the sale of the Property, the Plant and the Customer Portfolio, the Company is of the view that it would not be beneficial to shareholders to incur additional costs and expenses to commission a valuation of the disposal assets. Any valuation process would be costly and protracted and would not be meaningful given that there was only one offer received on the disposal assets. The delay caused by the valuation process may also have potentially resulted in the Company losing the deal and continuing to incur losses from the disposed business segment.

The Company had also represented to the SGX-ST it had relied on the latest transacted prices for vacant land in Pulau Indah which were extracted by Full Homes Realty Sdn Bhd, the Company's property agent in Malaysia, from the database of *Jabatan Penerimaan Dan Perkhidmatan Harta* (the Valuation and Property Services Department of the Government of Malaysia). The Company mainly relied on the data from these latest transacted prices. Additionally, as mentioned, this was the only available offer made for the sale.

The Company had sought the Extension of Time on the following grounds:

- (a) Under the terms of the Earlier Waiver granted, the Company is required to obtain shareholders' approval for the Disposals to be sought by way of a ratification resolution at an EGM to be convened after the completion of the Disposals, but no later than 3 months after the completion of the Disposals (i.e. by 11 May 2022).
- (b) The Company is seeking a three (3) month extension of time from 11 May 2022 to complete the ratification of the Disposals in order to allow for the SGX-ST to consider the waiver sought in respect of Rule 1014(5) of the Listing Manual and to provide its clearance for the draft ratification circular.

The SGX-ST had on 24 May 2022 informed the Company based on the Company's submissions and representations to the SGX-ST, the SGX-ST had no objection to the Valuation Requirement Waiver and the Extension of Time sought by the Company subject to the following:

- (a) disclosure in the Circular, of the details of the recent transactions and the other factors taken into consideration in assessing the consideration offered for the Property Disposal;
- (b) disclosure in the Circular, of the Board's reasons on why a valuation under Rule 1014(5) is not required; and
- (c) the Company announcing the waivers granted, the reasons for seeking the waivers, the conditions as required under Rule 107 of the Listing Manual and if the waiver conditions have been satisfied. If the waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met.

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In connection with the waiver condition set out in sub-paragraph (a) above, the Company had relied on the latest transacted prices for vacant land in Pulau Indah which were extracted by Full Homes, the Company's property agent in Malaysia, from the database of *Jabatan Penilaian Dan Perkhidmatan Harta* (the Valuation and Property Services Department of the Government of Malaysia). In particular, the Company had taken into consideration the 3 relevant recent transactions for vacant land in Pulau Indah as detailed below:

Date of Transaction	Location	Property Type	Remaining Lease Duration	Price (RM) / Price per sqft	Land Area (sqft)
22 December 2020	Lot 41, Jalan Sungai Chandong, 28/KS11, Pulau Indah, Industrial Park, Klang	Industrial, Vacant Land (Leasehold)	78 years	9,422,889 (64.05 per sqft)	147,108.14
23 September 2020	104430, Jalan Sungai Pinang 5/11, Pulau Indah Industrial Park, Klang	Industrial, Vacant Land (Leasehold)	99 years	21,008,000 (52 per sqft)	403,972.92
29 July 2020	PT 152276, Jalan Sungai Chandong 22/KS11, Pulau Indah Industrial Park, Klang	Industrial, Vacant Land (Leasehold)	99 years	6,257,394 (65 per sqft)	96,267.51

From the above latest transacted prices, the Company had also taken into account that the larger the plot size, the lower the price per square foot (and factoring in that the remaining lease decreases with each year). The Company mainly relied on the data from the above transacted prices. Additionally, this was the only available offer made for the sale of the Property, Plant and Customer Portfolio.

The waiver condition set out in sub-paragraph (b) above is satisfied by the disclosure in this paragraph 7.2 as to the reasons for seeking the Valuation Requirement Waiver. The Board's reasons on why a valuation under Rule 1014(5) of the Listing Manual is not required is the same as the reasons for which the Company had sought the Valuation Requirement Waiver.

The waiver condition set out in sub-paragraph (c) above was satisfied by the Company with the release of its announcement dated 24 May 2022 which contained the requisite information relating to the grant of the Valuation Requirement Waiver and Extension of Time.

8. FINANCIAL EFFECTS OF THE DISPOSALS

8.1. Assumptions

The financial effects presented below are for illustrative purposes only and are not intended to reflect the actual future results and/or financial position of the Group upon completion of the Disposals. No representation is made as to the actual future results and/or financial position of the Group.

The financial effects of the Disposals on the NTA and loss per Share of the Group have been prepared based on the audited consolidated financial statements of the Group for FY2021.

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8.2. NTA

For illustrative purposes and assuming the Disposals had been completed on 30 September 2021, the financial effects on the consolidated NTA for FY2021 are as follows:

	Before the Disposals	After the Property Disposal only	After the Plant Disposal only	After the Customer Portfolio Disposal only	After the Disposals
NTA (RM)	137,710,000	141,374,000	137,660,000	138,603,000	142,217,000
Number of shares	247,114,403	247,114,403	247,114,403	247,114,403	247,114,403
NTA per share (RM sen)	0.56	0.57	0.56	0.56	0.58

8.3. Loss per Share

For illustrative purposes and assuming the Disposals had been completed on 1 October 2020, the financial effects on the earnings per share of the Group for FY2021 are as follows:

	Before the Disposals	After the Property Disposal only	After the Plant Disposal only	After the Customer Portfolio Disposal only	After the Disposals
Net loss attributable to shareholders after tax from continuing operations (RM)	(48,401,000)	(44,737,000)	(48,451,000)	(47,508,000)	(43,895,000)
Number of weighted average shares	247,114,403	247,114,403	247,114,403	247,114,403	247,114,403
Loss per share (RM sen)	(19.59)	(18.10)	(19.61)	(19.23)	(17.76)

8.4. Gain from Disposal

The amount of gain from the Disposals (on an aggregated basis after taking into account estimated incidental costs and real property gains tax) is estimated to be RM4,507,000, comprising a gain of RM3,664,000 from the Property Disposal, loss of RM50,000 from the Plant Disposal and gain of RM893,000 from the Petronas Customer Portfolio Disposal.

8.5. Share Capital

The Disposals will not have any impact on the issued Shares.

9. RELATIVE FIGURES FOR THE DISPOSALS

As the Disposals each involve disposals to the same Purchaser and the Earlier Property SPA, Earlier Plant SPA and the OEM Agreement were entered into on the same day, the Disposals have been aggregated and treated as a single transaction.

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The relative figures of the Disposals (on an aggregated basis) computed on the bases set out in Rules 1006 (a) to (e) of the Listing Manual are as follows:

Rule 1006	Bases	Size of Relative Figures (%) ⁽¹⁾
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value.	39.35% ⁽²⁾
(b)	The net profits attributable to the assets disposed of, compared with the Group's net loss.	-7.6% ⁽³⁾
(c)	The aggregate value of the consideration received, compared with the Company's market capitalization based on the total number of issued shares excluding treasury shares.	76.9% ⁽³⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable

Notes:

- (1) The relative figures computed on the bases set out in Rules 1006 (a) to (e) of the Listing Manual which were disclosed in the Company's announcement dated 31 March 2021 were in respect of the Property Disposal and the Plant Disposal. The relative figures computed on the bases set out in Rules 1006 (a) to (e) of the Listing Manual which are disclosed in this Circular have been updated to include the Customer Portfolio Disposal. The relative figures for the Customer Portfolio Disposal were not available at the time of the Company's announcement dated 31 March 2021 as the purchase prices for the Customer Portfolio Disposal was not available at the time of the announcement and could only be determined at the relevant dates of completion of the Customer Portfolio Disposal.
- (2) Based on the announced consolidated results of the Group as at 30 September 2020 (being the latest announced consolidated accounts as of the Earlier Property SPA, Earlier Plant SPA and the OEM Agreement).
- (3) Based on the announced consolidated results of the Group as at 30 September 2020 (being the latest announced consolidated accounts as of the Earlier Property SPA, Earlier Plant SPA and the OEM Agreement), the net profits attributable to the Property, Plant and Customer Portfolio which were disposed (excluding income tax and real property gains tax) is RM6,633,000 and the Group's net loss before tax for the continuing operations for the financial year ended 30 September 2020 is RM87,069,000.
- (4) Based on the aggregate consideration for the Disposals of RM88,892,514 and the issued share capital (excluding treasury shares) of the Company of 247,114,403 ordinary shares in the capital of the Company and the weighted average price of S\$0.152 transacted on the Mainboard of the SGX-ST on 30 March 2021, being the last market day preceding the date of the Earlier Property SPA, Earlier Plant SPA and the OEM Agreement.

As the relative figures under Rules 1006 (a) and (c) of the Listing Manual exceed 20%, the Disposals (on an aggregated basis) constitute a "major transaction" under Chapter 10 of the Listing Manual and is subject to the approval of Shareholders. As set out in paragraph 2.2 above, the SGX-ST confirmed that it has no objection to the Company's request for Shareholders' approval for the Disposals to be sought by way of a ratification resolution at an EGM to be convened after the completion of the Disposals, but no later than 3 months after the completion of the Disposals. Accordingly, the Company is convening this EGM for the purposes of seeking Shareholders' approval for the Proposed Ratification of the Disposals.

10. VOTING UNDERTAKINGS

As at the Latest Practicable Date, the Company has received voting undertakings (the "Voting Undertakings") from Dato' Jaya J B Tan, Dato' Kamal Y P Tan and other Shareholders collectively holding 50.16% of the total number of Shares in the Company to vote in favour of the Proposed Ratification of the Disposals at the EGM.

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11. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

11.1. Interests of Directors

The interests of the Directors in the Shares as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors				
Dato' Jaya J B Tan	44,063,449	17.83	46,059,252 ⁽²⁾	18.64
Datuk Dr Sam Goi Seng Hui	34,633,977	14.02	29,123,680 ⁽³⁾	11.79
Dato' Kamal Y P Tan	38,850,292	15.72	51,272,409 ⁽²⁾	20.75
Mah Weng Choong	15,117,399	6.12	-	-
John Lyn Hian Woon	545,420	0.22	-	-
Teo Chee Seng	30,000	0.01	-	-

Notes:

- (1) The percentage of Shares is computed based on 247,114,403 Shares, being the total number of issued Shares of the Company (excluding treasury shares) as at the Latest Practicable Date.
- (2) Deemed interested in each other's Shares through the Shares held by Dato' Jaya J B Tan, Dato' Kamal Y P Tan, spouse of Dato' Jaya J B Tan and spouse of Dato' Kamal Y P Tan by virtue of Section 7 of the Companies Act
- (3) Deemed interested in Shares held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act

The interests of the Directors in the Warrants as at the Latest Practicable Date are set out below:

	Direct Interest Number of Warrants	Deemed Interest Number of Warrants
Directors		
Dato' Jaya J B Tan	24,305,977	26,631,838 ⁽¹⁾
Datuk Dr Sam Goi Seng Hui	17,682,313	12,730,080 ⁽²⁾
Dato' Kamal Y P Tan	25,650,078	25,287,737 ⁽¹⁾
Mah Weng Choong	5,029,995	-
John Lyn Hian Woon	244,320	-

Notes:

- (1) Deemed interested in each other's Warrants through the Warrants held by Dato' Jaya J B Tan, Dato' Kamal Y P Tan, spouse of Dato' Jaya J B Tan and spouse of Dato' Kamal Y P Tan by virtue of Section 7 of the Companies Act.
- (2) Deemed interested in Warrants held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act.

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11.2. Interests of Substantial Shareholders

The interests of the substantial Shareholders in the Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

	Direct Interest Number of Shares	%(1)	Deemed Interest Number of Shares	%(1)
Substantial Shareholders				
Dato' Jaya J B Tan	44,063,449	17.83	46,059,252 ⁽²⁾	18.64
Dato' Kamal Y P Tan	38,850,292	15.72	51,272,409 ⁽²⁾	20.75
Datuk Dr Sam Goi Seng Hui	34,633,977	14.02	29,123,680 ⁽³⁾	11.79
Tee Yih Jia Food Manufacturing Pte Ltd	29,123,680	11.79	-	-
Khor Sin Kok	16,849,254	6.82	-	-
Mah Weng Choong	15,117,399	6.12	-	-

Notes:

- (1) The percentage of Shares is computed based on 247,114,403 Shares, being the total number of issued Shares of the Company (excluding treasury shares) as at the Latest Practicable Date.
- (2) Deemed interested in each other's Shares through the Shares held by Dato' Jaya J B Tan, Dato' Kamal Y P Tan, spouse of Dato' Jaya J B Tan and spouse of Dato' Kamal Y P Tan.
- (3) Deemed interested in Shares held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act.

The interests of the substantial Shareholders in the Warrants as at the Latest Practicable Date are set out below:

	Direct Interest Number of Warrants	Deemed Interest Number of Warrants
Substantial Shareholders		
Dato' Jaya J B Tan	24,305,977	26,631,838 ⁽¹⁾
Dato' Kamal Y P Tan	25,650,078	25,287,737 ⁽¹⁾
Datuk Dr Sam Goi Seng Hui	17,682,313	12,730,080 ⁽²⁾
Tee Yih Jia Food Manufacturing Pte Ltd	12,730,080	-
Mah Weng Choong	5,029,995	-

Notes:

- (1) Deemed interested in each other's Warrants through the Warrants held by Dato' Jaya J B Tan, Dato' Kamal Y P Tan, spouse of Dato' Jaya J B Tan and spouse of Dato' Kamal Y P Tan by virtue of Section 7 of the Companies Act.
- (2) Deemed interested in Warrants held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act.

- 11.3. None of the Directors or controlling Shareholders of the Company has any interest, direct or indirect, in the Proposed Ratification and the Disposals, other than in their capacity as Directors or Shareholders of the Company.

12. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Ratification and accordingly, no service contract is proposed to be entered into between the Company and any such person.

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13. DIRECTORS' RECOMMENDATION

Having considered the terms, the rationale and the benefits of the Proposed Ratification, the Directors are of the view that the Proposed Ratification is in the best interests of the Company and accordingly recommend that the Shareholders vote in favour of the resolution for the Proposed Ratification.

14. EXTRAORDINARY GENERAL MEETING

Pursuant to the COVID-19 Order, the EGM will be held electronically on 5 August 2022 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modification(s), the Proposed Ratification as set out in the Notice of EGM.

Shareholders should note that the Company may make further changes to its EGM arrangements as the COVID-19 situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.

15. ACTION TO BE TAKEN BY SHAREHOLDERS

15.1. Notice of EGM

Printed copies of the Notice of EGM, this Circular and the Proxy Form will not be sent to Shareholders. Instead, the Notice of EGM, this Circular and the Proxy Form may be accessed via the Company's website at <https://www.envictus-intl.com>. The Notice of EGM, this Circular and the Proxy Form are also available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

15.2. Attendance at EGM

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020, the COVID-19 Order of the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020) and the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated from time to time) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place, the EGM is being convened, and will be held, by way of electronic means. Shareholders will not be allowed to attend the EGM in person and no Shareholders or their corporate representatives will be admitted. Please take note of the section "Measures to minimise the risk of the spread of COVID-19" in the Notice of EGM. A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the time fixed for the EGM.

15.3. Alternative Arrangements for Participation at the EGM

Shareholders may participate at the EGM in the following manner:

- a) observing and/or listening to the EGM proceedings via a "live" audio-visual webcast or the "live" audio-only stream;
- b) submitting questions in advance of the EGM or "live" at the EGM; and/or
- c) voting at the EGM (i) "live" by shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the EGM.

Shareholders (including, where applicable, their appointed proxy(ies)) and CPF and SRS Investors, can pre-register for access to the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings at the pre-registration website at the URL : <https://conveneagm.sg/envictusEGM2022>, by 11.00 a.m. on 2 August 2022.

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For avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) other than the Chairman of the Meeting to vote “live” at the EGM on their behalf. Shareholders who wish to vote on the resolutions at the EGM may:

- a) (where such shareholders are individuals) vote “live” via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the EGM on their behalf; or
- b) (where such shareholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM.

Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with the Notice of EGM and this Circular on SGXNet and the Company’s website at <https://www.envictus-intl.com>.

The Proxy Form can be submitted in the following manner by 11.00 a.m. on 2 August 2022:

- a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to an received at, the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-03/07, Singapore 098632; or
- b) if submitted by email, the Proxy Form must be received by the Company at proxyform@envictus-intl.com.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register maintained by the CDP at least 72 hours before the EGM.

Shareholders can submit questions in advance of, or “live” at the EGM. Shareholders who wish to submit questions in advance of the EGM may do so by 11.00 a.m. on 18 July 2022:

- a) via the pre-registration website at the URL <https://conveneagm.sg/envictusEGM2022>; or
- b) by email to EGMquestions@envictus-intl.com.

Members will need to identify themselves when posing questions by email by providing the following details:

- a) the member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
- b) the member’s NRIC/Passport/UEN number;
- c) the member’s contact number and email address; and
- d) the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

The Company will answer all substantial and relevant questions received prior to the EGM at least 72 hours prior to the closing date and time for the lodgement of the proxy forms i.e. by 11.00 a.m. on 30 July 2022. The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies) who wish to ask questions “live” at the EGM must first pre-register at the pre-registration website at the URL <https://conveneagm.sg/envictusEGM2022>.

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Shareholders and proxyholders who pre-registered and are verified to attend the EGM will be able to ask questions relating to the agenda of the EGM by clicking the “Ask a Question” feature and then clicking the “Queue for Video Call” via the Live Webcast. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual or audio means during the EGM within a certain prescribed time limit.

16. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Ratification, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

17. DOCUMENTS FOR INSPECTION

Subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time, copies of the following documents may be inspected at the registered office of the Company during normal business hours (by prior appointment) from the date of this Circular to the time and date of the EGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2021;
- (c) the Property SPA;
- (d) the Plant SPA;
- (e) the OEM Agreement; and
- (f) the Voting Undertakings.

Yours faithfully

For and on behalf of the Board of Directors of

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

Dato’ Jaya J B Tan
Executive Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200313131Z)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the shareholders of Envictus International Holdings Limited (the “**Company**”) will be held by electronic means on Friday, 5 August 2022 at 11.00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION: THE PROPOSED RATIFICATION OF (A) THE DISPOSAL OF THE PROPERTY LOCATED AT PULAU INDAH, SELANGOR; (B) THE DISPOSAL OF THE PLANT AND EQUIPMENT LOCATED AT PULAU INDAH, SELANGOR; AND (C) THE DISPOSAL OF THE CUSTOMER PORTFOLIO OF DE-LUXE FOOD SERVICES SDN BHD

That:

- (a) the (i) disposal of the property located at Pulau Indah, Selangor in accordance with the terms and conditions of the sale and purchase agreement dated 31 January 2022 entered into between Polygold Beverages Sdn Bhd and Aryzta Food Solutions Malaysia Sdn Bhd the (“**Purchaser**”); (ii) disposal of the single storey factory with all the manufacturing equipment therein and a two storey office with all the fixtures and fittings erected thereon located at Pulau Indah, Selangor in accordance with the terms and conditions of the asset sale agreement dated 31 January 2022 entered into between De-luxe Food Services Sdn Bhd (“**DFSSB**”) and the Purchaser; and (iii) disposal of the business with certain customers of DFSSB, namely (1) Petroliaam Nasional Berhad (2) Pok Brothers, (3) Famous Amos, (4) San Francisco Coffee (5) Havi (Subway) and (6) Monty’s Bake House, in accordance with the terms and conditions of the OEM Agreement dated 31 March 2021 and into between DFSSB and the Purchaser (collectively, the “**Disposals**”), collectively a “major transaction” under Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, be and are hereby and ratified;
- (b) the Company and any director of the Company (“**Director**”) be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Company or such Director may consider necessary or expedient or in the interests of the Company to give effect to this resolution; and
- (c) any and all actions taken by any Director or the Company in respect of the Disposals and the matters considered in this resolution be and are hereby approved and ratified.

BY ORDER OF THE BOARD

S Surenthiraraj @ S Suressh

Kok Mor Keat

Company Secretaries

Singapore

8 July 2022

Notes:

- 1. A member (other than a Relevant Intermediary (as defined below)) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. The instrument appointing a proxy must be deposited at the Share Registrar’s Office at 1 Harbourfront Avenue, Keppel Bay Tower #14-03/07, Singapore 098632 not less than 72 hours before the time for holding EGM.
- 3. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the EGM. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act 1953 of Singapore (the “CPF Act”), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Important Notice on COVID-19:

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020) and the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated from time to time) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place (the “Regulations”), the following steps will be taken for the EGM of the Company to help minimise the risk of community spread of the virus. The EGM is being convened, and will be held, by way of electronic means. Shareholders will not be allowed to attend the EGM in person and no Shareholders or their corporate representatives will be admitted.

Shareholders are reminded not to congregate to watch the “live” webcast or listen to the EGM proceedings and ensure that safe distancing measures are practised and the Regulations and all government advisories are adhered to. The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.

Personal Data Privacy:

By submitting an instrument 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.

PROXY FORM

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(Company Registration No. 200313131Z)

(Incorporated in the Republic of Singapore)

EXTRAORDINARY GENERAL MEETING

IMPORTANT:

A member will not be able to attend the Extraordinary General Meeting in person. If a member (individual or corporate) wishes to exercise his/her/its voting rights at the Extraordinary General Meeting, he/she/it may:

- (a) (where the member is an individual) vote "live" via electronic means at the Extraordinary General Meeting, or (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Extraordinary General Meeting) to vote "live" via electronic means at the Extraordinary General Meeting on his/her/its behalf; or
- (b) (where the member is an individual or a corporate) appoint the Chairman of the Extraordinary General Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Extraordinary General Meeting. In appointing the Chairman as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS investors who hold ordinary shares through their CPF/SRS funds. CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.00 a.m. on 22 July 2022.

I/We, _____

NRIC/Passport No./Co. Reg No.: _____ of _____

being a member/members of Envictus International Holdings Limited (the "**Company**") hereby appoint:

Name	Address	Email address	NRIC/ Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

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as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and at the Extraordinary General Meeting ("**EGM**") of the Company to be held by way of electronic means on 5 August 2022 at 11.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any item arising not summarised below, the proxy/proxies will vote or abstain from voting at his/their discretion.

	Number of Votes For	Number of Votes Against	Number of Votes Abstain
Ordinary Resolution To approve the Proposed Ratification of the Disposals			

Note:

1. If you wish to exercise all your votes "For", "Against" or "Abstain" the resolution, please insert [x] within the relevant box provided. Alternatively, please indicate the number of Shares as appropriate.
2. Please note that the short descriptions given above of the resolution to be passed do not in any way whatsoever reflect the intent and purpose of the resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of EGM dated 8 July 2022 for the full purpose and intent of the resolutions to be passed.

Dated this _____ day of _____ 2022.

Total Number of Shares held	
CDP Register	
Register of Members	

Signature(s) of Member(s) or, Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. A member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint a proxy(ies) or the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the EGM. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953 of Singapore (the "CPF Act"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the EGM by 11.00 a.m. on 22 July 2022.
4. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his stead at the EGM. Such proxy need not be a member of the Company.
5. The Proxy Form can be submitted in the following manner by 11.00 a.m. on 2 August 2022:
 - a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to an received at, the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-03/07, Singapore 098632; or
 - b) if submitted by email, the Proxy Form must be received by the Company at proxyform@envictus-intl.com.
A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.
6. The instrument appointing a proxy(ies) must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of its authorised officer(s) or its attorney duly authorised.
7. Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:
 - (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
 - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
8. The Company shall be entitled to reject the Proxy Form if it is incomplete or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the EGM as proxy). In addition, in the case of ordinary shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have ordinary shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
9. Members should take note that once this proxy form is submitted electronically via email to proxyform@envictus-intl.com or lodged with the Company's Share Registrar, they cannot change their vote as indicated in the box provided above.

Personal Data Privacy:

By submitting an instrument 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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.