

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of EnGro Corporation Limited (“the **Company**”) will be held by way of electronic means on Friday, 29 April 2022 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2021, together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final tax-exempt (one-tier) dividend of 2.5 cents per ordinary share and a special tax exempt (one-tier) dividend of 4.0 cents per ordinary share for the financial year ended 31 December 2021. **(Resolution 2)**
- 3(a) To re-elect Mr Tan Cheng Gay who retires by rotation in accordance with Regulation 87 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 3)**
[See Explanatory Notes]
- 3(b) To re-elect Mr Leow Foon Lee who retires in accordance with Regulation 94 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 4)**

Mr Leow Foon Lee will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

[See Explanatory Notes]

4. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

5. To approve the payment of Directors’ fees of S\$288,750 for the financial year ended 31 December 2021 (2020: S\$270,000). **(Resolution 6)**

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6.1 Authority to allot and issue shares pursuant to the Share Issue Mandate

“That pursuant to Section 161 of the Companies Act 1967 of Singapore and the Listing Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors to:–

- (A) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

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

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed, after adjusting for:–
- (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
- (ii) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

and, in sub-paragraph (a) above and this sub-paragraph (b), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

(Resolution 7)

6.2 Proposed Renewal of the Share Purchase Mandate

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Act**”), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (the “**Shares**”), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:–
- (i) on-market purchases (each a “**Market Purchase**”) effected on the SGX-ST through one or more duly licensed dealers appointed by the Company for the purpose; and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable,

be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

NOTICE OF ANNUAL GENERAL MEETING

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution, and expiring on the earlier of:–
- (i) the date on which the next AGM of the Company is held; or
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) the date on which the purchases of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:–

“Prescribed Limit” means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution; and

“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, clearance fees, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:–

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:–

“Average Closing Price” means the average of the closing market prices of a Share over the last 5 Market Days (**“Market Day”** being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Days and the day on which the Market Purchase was made; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

(Resolution 8)

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and the Register of Members of the Company will be closed on 25 May 2022 for the preparation of dividend warrants for the proposed first and final tax-exempt (one-tier) dividend of 2.5 cents per ordinary share and a special tax-exempt (one-tier) dividend of 4.0 cents per ordinary share for the financial year ended 31 December 2021. Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 up to 5.00 p.m. on 24 May 2022 will be registered to determine shareholders' entitlement to the proposed dividends. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 24 May 2022 will be entitled to the proposed dividend. The proposed dividends, if approved by shareholders at the forthcoming AGM, will be paid on 10 June 2022.

By Order of the Board

Joanna Lim
Company Secretary

14 April 2022

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

In relation to Ordinary Resolutions 3 and 4 proposed in items 3(a) and 3(b) above, the detailed information on Mr Tan Cheng Gay and Mr Leow Foon Lee are set out in the section entitled “Board of Directors”, Table 3 in the Corporate Governance Report and “Additional Information on Directors Seeking Re-election” of the Company’s 2021 Annual Report.

Mr Tan Cheng Gay is the brother of Mr Tan Yok Koon (Executive Director and substantial shareholder of the Company) and Mr Tan Chin Hoon (a substantial shareholder of the Company).

Mr Leow Foon Lee has no shareholdings in the Company and its related corporations, and has no relationships with the Company, its substantial shareholders or its officers. Mr Leow Foon Lee is considered independent by the Board.

STATEMENT PURSUANT TO REGULATION 57(3) OF THE COMPANY’S CONSTITUTION

The effect of the resolutions under the heading “Special Business” in this Notice of Annual General Meeting is:-

Ordinary Resolution 6

Resolution 6 is to approve the payment of Directors’ fees for the financial year ended 31 December 2021.

Ordinary Resolution 7

Resolution 7 proposed in item 6.1 above, if passed, will empower the Directors of the Company (unless varied or revoked by the Company in general meeting) from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held, whichever is the earlier, to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares and issue shares in pursuance of such instruments. The number of shares (including shares to be issued in pursuance of instruments made or granted) that the Directors of the Company may issue under Resolution 7 shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of Resolution 7, of which up to twenty per centum (20%) may be issued other than on a *pro rata* basis to the shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Ordinary Resolution 8

Resolution 8 proposed in item 6.2 above, if passed, will empower the Directors of the Company to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) in capital of the Company at the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2021 are set out in greater detail in the Addendum in relation to the proposed renewal of the Share Purchase Mandate.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) This Annual General Meeting (“AGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **Printed copies of this Notice will not be sent to members.** Instead, this Notice will be sent to members by electronic means via publication on the Company’s website at URL <https://engro-global.com/news-and-announcements>. This Notice will also be made available on the SGXNET.
- (2) Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions before or at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Company’s announcement dated 14 April 2022 which has been uploaded on SGXNET on the same day. The announcement and Notice of AGM may also be assessed at the Company’s website at URL <https://engro-global.com/news-and-announcements>.
- (3) **In view of the current COVID-19 control measures in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form is available on SGXNET and the Company’s website at the URL <https://engro-global.com/news-and-announcements>.
- (4) The Chairman of the AGM, as proxy, need not be a member of the Company. The Proxy Form must be submitted in the following manner:
 - (a) if submitted electronically, be submitted via email to the to the Company’s email address at ir@engro-global.com or
 - (b) if submitted by post, be deposited at the registered office of the Company at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923.in either case, by 10.00 a.m. on 26 April 2022.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed Proxy Forms electronically via email.
- (5) The Annual Report 2021 and the Addendum, Notice of AGM and Proxy Form may be accessed on the Company’s corporate website at the URL <https://engro-global.com/news-and-announcements> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>

PERSONAL DATA PRIVACY

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

NOTICE OF ANNUAL GENERAL MEETING

ADDITIONAL INFORMATION ON THE ANNUAL GENERAL MEETING ON 29 APRIL 2022 ("AGM") TO BE HELD BY ELECTRONIC MEANS

1. **Background.** The Board of Directors (the "**Board**") of EnGro Corporation Limited (the "**Company**") refers to:
- the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Order") which sets out the alternative arrangements in respect of, inter alia, general meetings of companies;
 - the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation during the period from 27 March 2020 to 30 June 2021;
 - The extension of the Order announced by the Ministry of Law ("MinLaw") on 6 April 2021 which allows entities to conduct general meetings via electronic means, beyond 30 June 2021 and will continue in force until revoked or amended by MinLaw (the "Extended Order"); and
 - Issuance of the 16 December 2021 Regulator's Column entitled "What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation" by the Singapore Exchange Regulation ("SGX RegCo").

In light of the foregoing authorities' advisories and guidance and the evolving Covid-19 situation, the Company wishes to inform that the AGM will be convened and held on Friday, 29 April 2022 at 10.00 a.m. by way of electronic means via Live Webcast to transact the business set out in the AGM Notice and the following are the alternative arrangements which has been put in place for the AGM:-

(A) PRE-REGISTRATION

Shareholders who wish to attend the AGM via live audio-visual webcast or live audio-only stream, must pre-register at the pre-registration website at URL <https://online.meetings.vision/engro-agm-registration> from 14 April 2022 up to 10.00 a.m. on 26 April 2022 ("**Registration Cut-Off Date**") to enable the Company to verify their status as shareholders.

Following the verification, authenticated shareholders will receive a confirmation email by 10.00 a.m. on 28 April 2022 which will contain user ID and password details to access the live audio-only stream of the AGM proceedings.

Shareholders who do not receive the confirmation email by 10 a.m. on 28 April 2022 but have registered by the 26 April 2022 deadline should email the Company at ir@engro-global.com.

Persons who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM should approach their respective relevant intermediaries as soon as possible in order for necessary arrangements to be made for their participation in the AGM.

(B) SUBMISSION OF QUESTIONS IN ADVANCE

Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.

Shareholders can submit their questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM, in the following manner:

- Via the pre-registration website.** Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website at the URL: <https://online.meetings.vision/engro-agm-registration>
- Via email.** Shareholders may submit their questions via email to the Company at ir@engro-global.com;

When sending in questions by post or by email, please also provide the Company with following details:

- your full name;
- number of shares held in the Company; and
- the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

NOTICE OF ANNUAL GENERAL MEETING

Deadline to submit questions. All questions must be submitted by 5.00 p.m. on 21 April 2022. Members will be not able to ask questions at the AGM live during the webcast or audio-stream.

The Company will address all substantial and relevant questions received from shareholders through an SGXNet announcement to be released prior to the closing date and time for the lodgement of the proxy forms on 26 April 2022 by 10.00 am. For substantial and relevant question received from shareholders after 21 April 2022, the responses to such questions from shareholders will be addressed during the AGM or published through an SGXNet announcement on 29 April 2022.

(C) SUBMISSION OF PROXY FORM TO VOTE

Appointment of Chairman of the AGM as proxy. Shareholders will not be able to vote during the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the proxy form. The Proxy Form is available on SGXNET and the Company’s website. A printed copy of the Proxy Form can also be found in the Annual Report 2021.

Specific voting instructions to be given. Shareholders 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 AGM as proxy for that resolution will be treated as invalid.

Submission of proxy forms. The Proxy Form must be submitted in the following manner:

- ❖ if submitted electronically, be submitted via email to the to the Company’s email address at ir@engro-global.com or
- ❖ if submitted by post, be deposited at the registered office of the Company at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923.

in either case, by 10.00 a.m. on 26 April 2022.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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.

CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM by 10.00 a.m. on 19 April 2022.

(D) ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

The Annual Report 2021 and the Addendum, Notice of AGM and Proxy Form may be accessed on the Company’s corporate website at the URL <https://engro-global.com/news-and-announcements> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

(E) REMINDER

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to make further changes to its arrangements for the AGM at short notice. Shareholders should continually check for announcements by the Company for updates on the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to continue to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

For and on behalf of
EnGro Corporation Limited
14 April 2022