

NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on SGXNet, the Company's website and via an advertisement on Business Times dated 10 April 2023. A printed copy of this Notice will NOT be despatched to members.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or the “Meeting”) of Vertex Technology Acquisition Corporation Ltd (the “Company”) will be held by way of electronic means on **Friday, 28 April 2023 at 2.00 p.m.** (Singapore time) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2022 together with the Auditor's Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 29.2 of the Company's Memorandum and Articles of Association:

Mr Chua Kee Lock **(Resolution 2)**
Mr Jiang Honghui **(Resolution 3)**

[See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S\$295,890.40 for the financial year ended 31 December 2022 (2021: Nil). **(Resolution 4)**
4. To approve the payment of Directors' fees of S\$300,000 for the financial year ending 31 December 2023, to be paid half-yearly in arrears. **(Resolution 5)**
5. To re-appoint Messrs KPMG LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

By Order of the Board

Eunice Hooi
Company Secretary

Singapore, 10 April 2023

Explanatory Notes:

- (i) Detailed information about Directors of the Company can be found in the “Board of Directors” section of the Company's Annual Report, including their current directorships in other listed companies and other principal commitments held. Please also refer to the section titled “Additional Information on Directors Seeking Re-Election” appended to this Notice of Annual General Meeting for additional information on Directors seeking re-election.

Mr Chua Kee Lock will, upon re-election as Director of the Company, remain as the Non-Executive Chairman and is considered non-independent.

Mr Jiang Honghui will, upon re-election as Director of the Company, remain as the Executive Director and Chief Executive Officer and will be considered as non-independent.

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Important Notes:

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. 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 the URL: <https://www.vertexspac.com>. This Notice will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to:
 - (a) 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, (“**Live Webcast**”);
 - (b) submission of questions to the Chairman of the AGM in advance of, or “live” at, the AGM, and addressing of substantial and relevant questions in advance of, or “live” at, the AGM; and
 - (c) voting at the AGM (i) “live” by the Member or his/her/its duly appointed proxy(ies) or corporate representative(s) (where applicable) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on the Member’s behalf at the AGM;

are set out in the accompanying announcement by the Company dated 10 April 2023. This announcement may be accessed at the Company’s website at the URL: <https://www.vertexspac.com>, and will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

3. A Member who wishes to participate in the Live Webcast must pre-register himself/herself or where applicable, his/her/its appointed proxy(ies) or corporate representative(s) for the AGM (in addition to the completion and submission of proxy form or requisite document (where applicable) by **2.00 p.m. on 26 April 2023** (the “**Pre-Registration Deadline**”), at the URL: <https://go.lumiengage.com/vertexagm2023>. Following authentication of his/her/its status as a Member, authenticated Members or where applicable, their appointed proxy(ies) or corporate representative(s) (“**Authenticated Members**”) will receive email instructions on how to access the webcast and audio of the proceedings of the AGM on 28 April 2023 by **9.00 p.m. on 27 April 2023**.

Authenticated Members who do not receive an email by 9.00 p.m. on 27 April 2023, but who have registered by the Pre-Registration Deadline, should contact the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6230 9586 or +65 6230 9768 (Mondays to Fridays, excluding public holidays, from 8.30 a.m. to 5.30 p.m.) or at the email address: srs.teamd@boardroomlimited.com.

4. A Member who pre-registers by the Pre-Registration Deadline to participate in the Live Webcast may also submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. To do so, all questions must be submitted by **5.00 p.m. on 17 April 2023**:
 - (a) via the pre-registration website at the URL: <https://go.lumiengage.com/vertexagm2023>;
 - (b) by post and lodging the same at the Share Registrar’s office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (c) by email at srs.teamd@boardroomlimited.com.

Members submitting questions by post or email must provide their full name and address, before submitting it by post to the address provided above, or sending it by email to the email address provided above.

Members or where applicable, their appointed proxy(ies) or corporate representative(s), can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, “live” at the AGM, by typing in and submitting their questions through the “live” chat function via the audio-visual webcast platform. Members and corporate representative(s), who wish to ask questions “live” at the AGM must pre-register at the pre-registration website which is accessible at the URL: <https://go.lumiengage.com/vertexagm2023>, so that an email containing unique user credentials and instructions on how to (inter alia) ask questions through “live” chat at the AGM via the audio-visual webcast platform can be sent to them following verification. Members will not be able to ask questions “live” at the AGM via the audio-only stream of the AGM proceedings.

5. Members will not be able to attend the AGM in person. A Member who wishes to exercise his/her/its voting rights at the AGM may:
 - (a) (where the Member is an individual) vote “live” via electronic means at the AGM, or (whether the Member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote “live” via electronic means at the AGM on his/her/its behalf; or
 - (b) (where the Member is a corporate) appoint corporate representative(s) to vote “live” via electronic means at the AGM on its behalf; or

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- (c) (whether the Member is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.

The accompanying depositor proxy form for the AGM may be accessed at the Company's website at the URL: <https://www.vertexspac.com>, and will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

Where a Member (whether individual or corporate) appoints the Chairman of the AGM 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 form of proxy. In the absence of specific directions in respect of a resolution, the Chairman of the AGM as proxy will vote or abstain from voting at his/her discretion.

Persons who hold their Shares through a relevant intermediary (as defined under Section 181 of the Companies Act 1967 of Singapore) including SRS investors, will not be able to pre-register at the pre-registration website for the Live Webcast. These Investors who wish to participate in the Live Webcast by (a) observing and/or listening to the AGM proceedings through "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of, or "live" at the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should approach their respective relevant intermediaries through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

SRS investors:

- (a) may vote "live" via electronic means at the AGM if they are appointed as proxies by their SRS Operators; or
- (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM through their SRS Operators; and
- (c) should approach their SRS Operators if they have any queries regarding their appointment as proxies or to submit their votes by 5.00 p.m. on 18 April 2023, being 7 clear working days before the date of the AGM.

A Member who is not a relevant intermediary (as defined under Section 181 of the Companies Act 1967 of Singapore), is entitled to appoint not more than two proxies in his/her stead. A proxy need not be a Member. Where a Member (whether individual or corporate) appoints two proxies and does not specify the number of Shares to be represented by each proxy, then the proxy whose name appears second shall be deemed to be nominated in the alternate.

6. A proxy or the Chairman of the AGM as proxy, need not be a Member of the Company.
7. The instrument appointing a proxy or proxies or corporate representative(s) ("**Depositor Proxy Form or Requisite Document**") must be submitted in the following manner:
- (a) if submitted by post, be lodged at the Share Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically,
- (i) be submitted via email to the Share Registrar at srs.teamd@boardroomlimited.com; or
- (ii) via the pre-registration website at the URL: <https://go.lumiengage.com/vertexagm2023>

in each case not later than **2.00 p.m. on 26 April 2023**.

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

The Depositor Proxy Form must be executed under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of the appointor or of his or her attorney duly authorised in writing. Where the Depositor Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of an officer or attorney duly authorised. Where the Depositor Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company), if the Depositor Proxy Form is submitted by post, must be lodged with the Depositor Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form), failing which the Depositor Proxy Form may be treated as invalid.

The Company shall be entitled to reject a Depositor Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Depositor Proxy Form (including any related attachment). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Depositor Proxy Form if the Member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the AGM, as certified by CDP to the Company.

8. A corporation, being a Member, may by resolution of its directors or other governing body authorise such person as it thinks fit

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to act as its representative at any meeting of Members and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual, in accordance with the Company's Memorandum and Articles of Association.

9. Authenticated Members will be required to login via the email address provided during pre-registration.
10. Live voting will be conducted during the AGM. Please note that:-
 - (a) it is important for Authenticated Members to ensure that their own web-browser enabled devices are ready for voting during the AGM.
 - (b) Authenticated Members may cast their votes in real time for each resolution to be tabled via the Live Webcast through the login credentials that they have received.
11. As an alternative, Members may also appoint the Chairman of the AGM as his/her/its proxy to vote on their behalf. Members have to submit the Depositor Proxy Form appointing the Chairman of the AGM to vote on their behalf. Please refer to item 7 above for the manner for submission.
12. The Annual Report FY2022 has been uploaded on the SGX website on 10 April 2023 at the URL: <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL: <https://www.vertexpac.com>.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Member 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 AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, 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, regulations and/or guidelines.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-ELECTION

Additional Information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Directors seeking re-election

The following additional information on Messrs Chua Kee Lock and Jiang Honghui whom are seeking re-election as Directors at the forthcoming Annual General Meeting, is to be read in conjunction with their respective profiles in the FY2022 Annual Report.

	Chua Kee Lock	Jiang Honghui
Date of Appointment	21 July 2021	21 July 2021
Date of last re-appointment (if applicable)	Not applicable	Not applicable
Age	61	44
Country of principal residence	Singapore	Singapore
The Board's comments on this re-appointment	The Board has considered the Nominating Committee's recommendation and assessment of Mr Chua's qualifications and experience and is satisfied that he will continue to contribute relevant knowledge, skills and experience to the Board.	Mr Jiang Honghui is currently seconded from Vertex Venture Management Pte. Ltd., a wholly-owned subsidiary of the Sponsor, to the Company on a full-time basis until the consummation of the initial business combination. In addition, he also manages the day-to-day business operations together with the other executive officers of the Company. The Board has considered the Nominating Committee's recommendation and assessment of Mr Jiang's qualifications and experience and is satisfied that he will continue to contribute meaningfully to the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive, Mr Jiang drives the business strategies of the Company as set by the Board and manages the day-to-day business operations together with the other executive officers of the Company.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Non-Independent Chairman	Executive Director and Chief Executive Officer
Professional qualifications	Please refer to Mr Chua's profile in the "Board of Directors" section of the FY2022 Annual Report	Please refer to Mr Jiang's profile in the "Board of Directors" section of the FY2022 Annual Report
Working experience and occupation(s) during the past 10 years	Please refer to Mr Chua's profile in the "Board of Directors" section of the FY2022 Annual Report	Please refer to Mr Jiang's profile in the "Board of Directors" section of the FY2022 Annual Report
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-ELECTION

	Chua Kee Lock	Jiang Honghui
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr Chua is also concurrently the Group President/Chief Executive Officer of Vertex Venture Holdings Ltd which is a substantial shareholder of the Company.	As disclosed in the Company's Prospectus, Mr Jiang is currently seconded from Vertex Venture Management Pte. Ltd, a wholly-owned subsidiary of Vertex Venture Holdings Ltd, which is a substantial shareholder of the Company.
Conflict of interest (including any competing business)	As disclosed in the Company's Prospectus, Mr Chua is a direct or indirect individual investor in general partners ("GPs") that manage certain of the Vertex Network Funds (the "Conflicted Network Funds" and each a "Conflicted Network Fund"). Mr Chua is also a member of the investment committees ("ICs") formed by the fund managers appointed by the GPs which manage the Conflicted Network Funds in his individual capacity (which for the avoidance of doubt, does not include the Vertex Network Funds where Mr Chua was appointed as an IC member to represent the interest of Vertex Venture Holdings Ltd ("VVHL"). Each of the Conflicted Network Funds in turn hold interests in a portfolio of companies, one of which may be a potential target for the Company's initial business combination or alternatively, may be a competitor of a potential target for the Company's initial business combination.	Nil
Undertaking (in the format set out in Appendix 7.7 under Rule 720 ⁽¹⁾) has been submitted to the listed issuer – Yes / No	Yes	Yes
Other Principal Commitments Including Directorships Past (for the last 5 years) Present	Please refer to Mr Chua's profile in the "Board of Directors" section of the FY2022 Annual Report	Please refer to Mr Jiang's profile in the "Board of Directors" section of the FY2022 Annual Report
Responses to questions (a) to (k) under Appendix 7.4.1 of the SGX Listing Manual	Negative confirmation	Negative confirmation