

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-First Annual General Meeting (“**AGM**”) of Shinvest Holding Ltd. (the “**Company**”) will be held by electronic means on 30 December 2020\* at 10.00 a.m. to transact the following business:

## ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 August 2020. **Resolution 1**
2. To declare a final tax exempt (one-tier) dividend of 3 cents per ordinary share and a special tax exempt (one-tier) dividend of 30 cents per ordinary share for the financial year ended 31 August 2020. **Resolution 2**
3. To re-elect Dr Chau Sik Ting @ Chao Sik Ting, the Director who retires pursuant to Article 87 of the Constitution of the Company and being eligible, will offer himself for re-election. **Resolution 3**  
  
*Dr Chau Sik Ting @ Chao Sik Ting will, upon re-election as Director, continue to serve as Chairman of the Remuneration Committees and remain as a member of the Audit and Nominating Committees, and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”).*
4. To approve Directors’ fees of S\$90,000 (2019: S\$90,000) for the financial year ended 31 August 2020 **Resolution 4**
5. To re-appoint BDO LLP as Independent Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

## SPECIAL BUSINESS

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

6. **Authority to issue shares** **Resolution 6**  
  
That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:
  - (1) (i) issue shares in the capital of the Company 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

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- (2) (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 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (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 percentage of issued shares shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
- (ii) any subsequent bonus issue, consolidation or sub-division of shares;
- (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) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

## 7. Renewal of Share Buyback Mandate

## Resolution 7

THAT:-

- (a) for the purposes of the Sections 76C and 76E of the Companies Act, Cap. 50 (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

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- (i) on-market purchases (the **"Market Purchase"**), transacted on the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) through the SGX-ST's trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose; and/or
- (ii) off-market purchases (the **"Off-Market Purchase"**) (if effected otherwise than on the SGX-ST) in accordance with an 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 Companies 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 Buyback Mandate"**);

- (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback 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 Resolution and expiring on the earliest of:
  - (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
  - (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting.
- (c) in this Resolution:

**"Maximum Limit"** means that number of issued Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)) as at the date of the passing of this Resolution;

**"Maximum Price"** in relation to a Share to be purchased or acquired, means the purchase price (excluding related expenses of the purchase) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares,

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where:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five (5) Market Days (**“Market Day”** being a day on which the SGX-ST is open for trading in securities) on which the Shares were transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5)-day period;

**“day of the making of the offer”** means the day on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; 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 (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

## ANY OTHER BUSINESS

- 8. To transact any other business that may be transacted at an AGM.

By Order of the Board

Wong Tsui Hsuan  
Company Secretary

Singapore  
15 December 2020

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## EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED

- (1) The proposed Ordinary Resolution 6, if passed, will empower the Directors from the date of this AGM until the next AGM, to allot and issue new shares and/or convertible securities in the Company up to a number not exceeding in total 50% of the issued shares excluding treasury shares and subsidiary holdings in the capital of the Company for the time being for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed 20% of the issued shares excluding treasury shares and subsidiary holdings in the capital of the Company for the time being. The percentage of issued shares shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company at the time the Ordinary Resolution 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 outstanding or subsisting at the time the Ordinary Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company.
- (2) Ordinary Resolution 7, if passed, will empower the Directors of the Company, to purchase or otherwise acquire its issued Shares, on the terms of the Share Buyback Mandate. This authority will continue to be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. Please refer to the Letter to Shareholders on Renewal of Share Buyback Mandate dated 15 December 2020 for further details.

Pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, companies are allowed to hold meetings using electronic communication, video conferencing, tele-conferencing, or other electronic means in order to comply with the safe distancing measures imposed under the Infectious Diseases (Measures to Prevent the Spread of COVID-19) Regulations 2020. Accordingly, the Company wishes to inform all shareholders that the AGM is being convened, and will be held, by electronic means only and shareholders will not be able to attend the AGM in person. Shareholders may watch the AGM proceedings through a live webcast via their mobile phones, tablets or computers (the **"Live Webcast"**). To do so, shareholders need to pre-register online at <https://agm.conveneagm.com/shinvest> by 10.00 a.m. on 27 December 2020 (the **"Registration Deadline"**) to create an account and to enable the Company to verify their status. Following the verification, authenticated shareholders will receive an email on their authentication status and will be able to access the Live Webcast of the AGM proceedings using the account created. Details of the steps for registration are set out in the Notes. Shareholders are advised to regularly check the Company's website and SGXNet for updates. In line with the provisions under the COVID-19 Order, **no printed copies of the Notice of AGM, the Annual Report and/or the AGM Proxy Form ("Documents") will be despatched to Shareholders.** An electronic copy of each of the Documents has been made available on SGXNET and on the Company's website at <https://www.shinvest.com.sg/agm-egm>.

**IMPORTANT: Please read the Notes below.**

### **COVID-19:**

Pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020:

- (a) A quorum may be formed by two (2) members of the Company (or one (1) member if permitted by the legal instrument of the Company) personally or electronically present. A member is electronically present at the AGM if the member –
  - (i) attends the AGM electronically;
  - (ii) is verified by the Company's Share Registrar as attending the AGM electronically; and
  - (iii) is acknowledged by electronic means by the Chairman of the AGM as present at the AGM.

### **Registration:**

- (b) Members may watch the AGM proceedings through a live webcast via their mobile phones, tablets or computers (the **"Live Webcast"**). To do so, shareholders need to pre-register online at <https://agm.conveneagm.com/shinvest> by 10.00 a.m. on 27 December 2020 (the **"Registration Deadline"**), to create an account and to enable the Company to verify their status.
- (c) Following the verification, authenticated shareholders will receive an email on their authentication status and will be able to access the Live Webcast of the AGM proceedings using the account created. Members who do not receive an email response by 10.00 a.m. on 29 December 2020 but have registered by the Registration Deadline may contact the Share Registrar, RHT Corporate Advisory Pte. Ltd. at [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com) for assistance by 5.00 p.m. on 29 December 2020 with the following details included:
  - (i) Shareholder's full name;
  - (ii) his/her/its identification/company registration number; and
  - (iii) the manner in which the shares are held (e.g. via CDP, CPF or SRS).

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- (d) Corporate shareholders must also submit the Corporate Representative Certificate to Share Registrar at [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com), in addition to the registration procedures as set out in paragraph (b) above, by the Registration Deadline, for verification purpose.
- (e) Non-CPF/SRS holders whose shares are registered under Depository Agents (“DAs”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast.

## **Voting:**

- (f) Due to time constraints and to reduce unnecessary expenses, members will not be able to vote online on the resolutions to be tabled for approval at the AGM. Members (whether individual or corporate) who wish to vote at the AGM must submit a Proxy Form to appoint the Chairman of the AGM to vote on his/her/its behalf.
- (g) In appointing the Chairman of the AGM as proxy, members must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the Proxy Form. Failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- (h) The Chairman of the AGM, as proxy, need not be a member of the Company.
- (i) Members must submit the Proxy Form through any one of the following means:
  - (i) via <https://agm.conveneagm.com/shinvest> in digital format;
  - (ii) by posting a physical copy to the office of the Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
  - (iii) by sending a scanned PDF copy by electronic mail to [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com),

**in either case, no later than seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 10.00 a.m. on 27 December 2020).**

- (j) The Proxy Form may be accessed at the Company’s website at <https://www.shinvest.com.sg/agm-egm> and the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (k) Proxy forms appointing such person other than the Chairman of the AGM shall be deemed to appoint the Chairman of the AGM as proxy.
- (l) In the case of submission of the Proxy Form other than via the AGM website at <https://agm.conveneagm.com/shinvest>, members who wish to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the office of the Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, or before scanning and sending it by email to [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com).
- (m) In the case of submission of the Proxy Form other than via the AGM website at <https://agm.conveneagm.com/shinvest>, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- (n) In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any 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 seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- (o) CPF and SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes as soon as possible but not less than seven (7) business days before the AGM (i.e. by 10.00 a.m. on 17 December 2020). Investors who have deposited their shares into a nominee account should also approach the Depository Agents and relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) as soon as possible by the Registration Deadline if they wish to vote.

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## **Submission of questions prior to the AGM**

- (p) Members may also submit questions related to the AGM through any one of the following means:
- (i) via the AGM website at <https://agm.conveneagm.com/shinvest>
  - (ii) by electronic mail to [rhtcaoscar@rhtcorporate.com](mailto:rhtcaoscar@rhtcorporate.com) or
  - (iii) by posting a physical copy to the office of the Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,
- no later than 5.00 p.m. on 21 December 2020.**
- (q) If the questions are posted in physical copy to the office of the Share Registrar or sent via electronic mail, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions:
- (i) the member's full name; and
  - (ii) his/her/its identification/ company registration number for verification purposes,
- failing which the submission will be treated as invalid.
- (r) The Company will address all substantial and relevant questions prior to the AGM on SGXNet, and all responses to such substantial and relevant questions received will be published on SGXNet and the Company's website after the AGM.
- (s) Members will not be able to ask questions at the AGM during the Live Webcast, and therefore it is important for members to register and submit their questions in advance of the AGM.

## **Personal Data Privacy:**

By submitting the Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/ or any adjournment thereof, or a preregistration to watch the AGM proceedings, a member of the Company 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) for the appointment of the Chairman 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes").

Shareholders should not record the proceedings of the meeting with their mobile phones or via any other electronic means and upload on social media. The proceedings in the meeting are for shareholders, and preservation of confidentiality and privacy of the discussions and persons (Board of Directors including Chairman and other shareholders) in the meeting should be observed.