
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 at Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on Thursday, 5 October 2023 at 11.00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the ordinary resolution set out below.

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 13 September 2023 (the “**Circular**”).

ORDINARY RESOLUTION: (I) THE PROPOSED DISPOSAL OF 100% OF THE ISSUED SHARE CAPITAL OF GOURMESSA SDN. BHD., AND CERTAIN ASSETS OF POK BROTHERS SDN. BHD, EACH A WHOLLY-OWNED INDIRECT SUBSIDIARY OF THE COMPANY AND (II) THE PROPOSED DISPOSAL OF LEASEHOLD LAND LOCATED IN PULAU INDAH, SELANGOR

That:

(a) approval be and is hereby given for:

- (i) the disposal of the (1) Sale Shares, comprising 14,470,636 ordinary shares owned by Envictus Foods (M) Sdn. Bhd. (“**Envictus MY**”) in Gourmessa Sdn. Bhd. and representing 100% of the issued shares in Gourmessa Sdn. Bhd. and (2) Warehouse and Cold Storage Facility and all assets in relation to the operations of the Warehouse and Cold Storage Facility, and all rights, powers or privileges relating or attaching thereto as at the Shares and Assets Completion, including the Fixed Assets and Contracts (the “**Assets**”) owned by Pok Brothers Sdn. Bhd. (“**Pok Brothers**”) to PrimaBaguz Foods Sdn. Bhd. (the “**Purchaser**”) for an aggregate consideration of RM57,000,000, on the terms and conditions of the conditional share and asset purchase agreement dated 10 May 2023 entered into between Envictus MY, Pok Brothers and the Purchaser (the “**Shares and Assets SPA**”) (the “**Proposed Shares and Assets Disposal**”); and
- (ii) the disposal of the Properties, comprising the leasehold land with land title details (1) Lot No. PT 129334, Title No. HSD 135849, Mukim and District of Klang, State of Selangor and bearing the postal address of No. 83, Jalan Sungai Pinang 4/2, Taman Perindustrian Pulau Indah, 42920 Pulau Indah, Selangor Darul Ehsan and (2) Lot No. PT 129335, Title No. HSD 135850, Mukim and District of Klang, State of Selangor and bearing the postal address of No. 84, Jalan Sungai Pinang 4/2, Taman Perindustrian Pulau Indah, 42920 Pulau Indah, Selangor Darul Ehsan, owned by Polygold Beverages Sdn Bhd (“**PBSB**”) to the Purchaser, for an aggregate consideration of RM29,000,000, on the terms and conditions of the conditional sale and purchase agreement dated 10 May 2023 entered into between PBSB and the Purchaser (the “**Properties SPA**”) (the “**Proposed Properties Disposal**”) and (together with the Proposed Shares and Assets Disposal, the “**Proposed Disposals**”),

as a “major transaction” under Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited on an aggregated basis, be and are hereby approved;

(b) the Directors be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to the Proposed Disposals; and

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- (c) any and all actions taken by any Director or the Company in respect of the Proposed Disposals and the matters considered in this resolution be and are hereby approved and ratified.

BY ORDER OF THE BOARD

S Surenthiraraj @ S Suresh
Kok Mor Keat
Company Secretaries

Singapore
13 September 2023

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 submitted in the following manner not less than 72 hours before the time appointed for the EGM, that is latest by 11.00 a.m. on 2 October 2023:
 - (a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to and received at, the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted by email, the Proxy Form must be received by the Company at proxyform@envictus-intl.com.
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:
 - (c) 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;
 - (d) 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
 - (e) 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.

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:

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 21 September 2023.

I/We, _____

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)

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

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 on Thursday, 5 October 2023 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 1 To approve the Proposed Disposals			

Notes:

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 13 September 2023 for the full purpose and intent of the resolutions to be passed.

Dated this _____ day of _____ 2023.

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. 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 21 September 2023.

3. 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.
4. The instrument appointing a proxy or proxies must be submitted (a) by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 or (b) via email to the Company at proxyform@envictus-intl.com, in each case not later than 72 hours before the time for holding the EGM. If a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.
5. The instrument appointing a proxy(ies) must be under the hand of the appointer 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.
6. 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.

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.