

ENVICTUS INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200313131Z)
(the “**Company**”)

MINUTES OF EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS (VIA LIVE WEBCAST AND LIVE AUDIO STREAM) ON FRIDAY, 5 AUGUST 2022 AT 11.00 A.M.

PRESENT

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 & Adviser
Mr Mah Weng Choong	-	Non-Executive Director
Mr John Lyn Hian Woon	-	Independent Director
Mr Teo Chee Seng	-	Independent Director

IN ATTENDANCE BY INVITATION

As per attendance record maintained by the Company.

SHAREHOLDERS

As per attendance record maintained by the Company.

INTRODUCTION

The Chairman, Dato’ Jaya J B Tan (“**Dato’ Jaya**” or “**the Chairman**”) extended a warm welcome to all joining the Meeting via the live webcast and live audio stream.

The Chairman took the opportunity to introduce the Directors and the Chief Financial Officer to the Shareholders.

QUORUM

As there was a quorum, the Chairman declared the EGM of the Company opened at 11.00 a.m.

NOTICE

The Notice convening the EGM dated 8 July 2022 was taken as read.

OPENING ADDRESS

The Chairman informed that in view of the COVID-19 situation and the control measures imposed by the Singapore Government, the EGM was held by way of electronic means and all Directors of the Company were attending the EGM virtually via the live webcast.

The Chairman briefed the Shareholders that the Company had provided a link and email address for shareholders to submit their questions in relation to the agenda of the meeting in advance of the EGM. Shareholders and proxyholders who have pre-registered and were verified to attend the EGM would be able to ask questions “live” during the Questions and Answers session at the EGM.

It was noted that the Company has made available to Shareholders the option of (i) voting via appointing the Chairman of the EGM or their appointed proxy/proxies by submitting the proxy form by the submission deadline of 11.00 a.m. on 2 August 2022 to vote on their behalf at the EGM, or (ii) “live” voting by casting the votes real time for the resolution to be tabled at the EGM. Shareholders or the proxies who wish to vote “live” via electronic means at the EGM must first pre-register at the pre-registration website.

The Chairman informed that in his capacity as the Chairman of the Meeting, he had been appointed by shareholders as proxy and would vote in accordance with their instructions. In line with the Company’s Constitution, the resolution tabled at the Meeting would be voted by way of poll. Voting would be carried out after all questions have been dealt with.

To facilitate the poll voting, the Company has appointed DrewCorp Services Pte Ltd as the scrutineers for the meeting. The Scrutineers have verified the counting of the votes of all valid proxy forms submitted and would also verify the votes to be casted by the Shareholders during the EGM.

AGM@Convene has been appointed to assist in the polling and to provide seamless voting for the Shareholders in “real time”. Shareholders can vote once the EGM formally starts and voting would close 2 minutes after the last question has been addressed.

ORDINARY RESOLUTION:

APPROVAL FOR THE PROPOSED RATIFICATION OF (A) THE DISPOSAL OF 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

The item on the Agenda is an Ordinary Resolution. The purpose is to seek shareholders’ approval to ratify :-

- (A) the Disposal of 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.

Full text of the ordinary resolution was set out in the Notice of EGM and was taken as read.

The Chairman proceeded with the formalities of the meeting.

CONDUCT OF POLL

The motion was proposed by the Chairman and it was noted that no questions were raised at the EGM.

The Chairman invited the Shareholders to cast their votes for the resolution tabled at the meeting.

RESULTS OF POLL

The poll voting results duly certified by the Scrutineers are as follows :-

	Votes	%
No. of votes for:	189,282,195	100
No. of votes against:	0	0
Total no. of votes casted:	189,282,195	100

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution carried :

“IT WAS RESOLVED 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) Petroliam 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.”

CONCLUSION

There being no other business to transact, the Chairman thanked everyone for participating in the Company's virtual EGM. The Chairman declared the EGM of the Company closed at 11.15 a.m..

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DATO' JAYA J B TAN
CHAIRMAN