VALLIANZ HOLDINGS LIMITED

(Company Registration No. 199206945E)
(Incorporated in the Republic of Singapore)
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the Company will be convened and held at 438 Alexandra Road, Connect @ Alexandra Point, Level 2, Singapore 119958 on Wednesday, 29 April 2026 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**

2. To re-elect Mr. Chong Chee Keong Chris, a Director who is retiring pursuant to the Regulations 105 and 106 of the Constitution of the Company.

   Mr. Chong Chee Keong Chris, upon re-election as Director of the Company, remains as Chairman of the Nominating Committee and Remuneration Committee and a member of Audit Committee of the Company. He is considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), Listing Manual Section B: Rules of Catalist ("**Rules of Catalist**").

   [See Explanatory Note (a)] **(Resolution 2)**

3. To approve the payment of Directors' fees of S$259,800 for the financial year ending 31 December 2026 (FY2025: S$249,700). **(Resolution 3)**

4. To re-appoint Messrs CLA Global TS Public Accounting Corporation as Auditor of the Company to hold office until the conclusion of the next AGM of the Company, and to authorise the Directors to fix the remuneration of Messrs CLA Global TS Public Accounting Corporation. **(Resolution 4)**

5. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

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

6. **Proposed renewal of the Shareholders' Mandate for Interested Person Transactions with the Rawabi Holding Company ("RHC") and its subsidiaries ("RHC Group")**

   "That:

   (1) approval be and is hereby given for the purposes of Chapter 9 of the Rules of Catalist, for the Company, its subsidiaries and associated companies (the "**Group**") or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix 1 of the Letter to Shareholders dated 14 April 2026 (the "**Letter to Shareholders - Renewal of the RHC IPT Mandate**") appended to the Annual Report, with the Rawabi Group who is of the class of Interested Persons described in the Letter to Shareholders - Renewal of the RHC IPT Mandate, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for Interested Person Transactions as set out in the Letter to Shareholders - Renewal of the RHC IPT Mandate (the "**RHC IPT Mandate**");

   (2) the RHC IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company; and

(3) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the RHC IPT Mandate and/or this Resolution."

[See Explanatory Note (b)] **(Resolution 5)**

7. **Authority to allot and issue shares in the capital of the Company**

"That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), Listing Manual Section B: Rules of Catalist ("**Rules of Catalist**"), authority be and is hereby given to the Directors of the Company to (a) issue and allot new ordinary shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); (b) make or grant offers, agreements or options (collectively, the "**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) options, 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; or (c) notwithstanding the authority conferred by this resolution may have ceased to be in force), issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided always that:

(i) the aggregate number of Shares (including Shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the Rules of Catalist), for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) and Instruments that may be issued under sub-paragraph (i) above, the percentage Shares that may be issued shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time this Resolution is passed, after adjusting for:

(a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities

(b) new Shares arising from the exercising of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed provided that such share options or share awards (as the case may be) were granted in compliance with the Rules of Catalist; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

(iii) in exercising such authority, the Company shall comply with the provisions of the Rules of Catalist 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

(iv) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (c)] **(Resolution 6)**

8. **Proposed adoption of the VHL Employee Share Option Scheme 2026**

"That

(i) a share option scheme to be known as the "VHL Employee Share Option Scheme 2026" (the "**ESOS 2026**"), the details and rules of which are set out in the Letter to Shareholders dated 14 April 2026 (the "**Letter to Shareholders - Adoption of ESOS 2026**"), under which options ("**Options**") to subscribe for ordinary shares in the capital of the Company (the "**Shares**") will be granted to selected Employees and Directors of the Company and its Subsidiaries (including Non-Executive Directors) and Controlling Shareholders and/or their Associates, and other selected participants, details of which are set out in the Letter to Shareholders - Adoption of ESOS 2026, be approved;

(ii) the Directors of the Company or the remuneration committee be authorised to:

(a) implement, establish and administer the ESOS 2026;

(b) modify and/or amend the ESOS 2026 from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the ESOS 2026 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS 2026;

(c) offer and grant Options in accordance with the rules of the ESOS 2026 and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the ESOS 2026 and any other share-based schemes of the Company, shall not exceed 15% of the total number of all issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time;

(d) subject to the same being allowed by law, apply any Share purchased under any share buyback mandate towards the Shares required to be issued pursuant to the exercise of Options granted under the ESOS 2026; and

(e) complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution."

[See Explanatory Note (d)] **(Resolution 7)**

9. **Proposed grant of options under the VHL Employee Share Option Scheme 2026 at a discount**

"That, subject to and contingent upon the passing of Ordinary Resolution 7, approval be given for Options to be granted under the ESOS 2026 for the subscription of Shares at exercise prices which may, at the discretion of the Committee administering the ESOS 2026, be set at a discount not exceeding 20% of the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the rules of the ESOS 2026), provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time."

[See Explanatory Note (e)] **(Resolution 8)**

BY ORDER OF THE BOARD

Chiang Wai Ming (Ms)
Company Secretary
14 April 2026

Singapore

Explanatory Notes:

(a) In relation to Resolution 2 proposed above, Mr. Chong Chee Keong Chris ("**Mr. Chris Chong**") is an Independent Non-Executive Director of the Company. There is no relationship (including immediate family relationships) between Mr. Chris Chong and the other directors, the Company or its substantial shareholders and the detailed information on Mr. Chris Chong is set out in the section titled "Disclosure of Information of Directors seeking re-election" in the Company's 2025 Annual Report.

(b) The Ordinary Resolution 5 above, if passed, allows the Group to enter into certain transactions with the RHC Group as detailed in the RHC IPT Mandate.

(c) The Ordinary Resolution 6 above, if passed, will empower the Directors of the Company from the date of this Meeting to allot and issue Shares and convertible securities up to an amount not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time of passing this Resolution of which the total number of Shares issued other than on a pro rata basis to existing shareholders of the Company, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(d) The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company to offer and grant options, and to allot and issue new Shares in the capital of the Company, pursuant to the ESOS 2026 as may be modified by the Remuneration Committee from time to time, provided that the aggregate number of Shares to be allotted and issued pursuant to the ESOS 2026 shall not exceed 15.0% of the total number of issued Shares of the Company (excluding treasury shares) from time to time.

(e) The Ordinary Resolution 8 above, if passed and subject to and contingent upon the passing of Ordinary Resolution 7, will allow the Company to grant options under the ESOS 2026 with exercise prices set at a discount not exceeding 20% of the prevailing market price of the Company's shares (such market price to be determined in accordance with the rules of the ESOS 2026), provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time. The grant of options at a discount will provide the Company with greater flexibility in structuring competitive remuneration packages to attract, retain and motivate eligible participants, and to align their interests with those of shareholders.

Important Notes:

Participation:

1. The AGM will be held, in a wholly physical format, at 438 Alexandra Road, Connect @ Alexandra Point, Level 2, Singapore 119958 on Wednesday, 29 April 2026 at 10.00 a.m. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the Annual General Meeting in person. There will be no option for shareholders to participate virtually.

Submission of Proxy Form

2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such shareholder's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

   (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy.

4. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

5. The instrument appointing a proxy ("**Proxy Form**") must be deposited to the Company by 10.00 am on 26 April 2026 (being not less than 72 hours before the time appointed for holding the AGM) in the following manner:

   (a) Post or submit personally to the Share Registrar's office at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619; or

   (b) Electronic mail to vallianz-agm@complete-corp.com.

6. For investors who hold shares through relevant intermediaries, including Central Provident Fund ("**CPF**") Investment Schemes (such investors, the "**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS**") (such investors, the "**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 am on 20 April 2026. CPF Investors and SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.

Submission of Questions:

7. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM:

   (a) by post to the Company's registered office address, 1 Pasir Panjang Road, Labrador Tower, #28-02, Singapore 118479; or

   (b) via electronic mail to the Company at enquiries@vallianzholdings.com.

   When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes. **All questions submitted in advance must be received on or before 10.00 a.m. 21 April 2026 ("Questions Deadline").**

8. The Company will endeavour to address all substantial and relevant questions received from shareholders before the Questions Deadline by publishing its responses to such questions on its responses to such questions on its corporate website (https://www.vallianzholdings.com/investor-relations/#announcements) and the SGX website (https://www.sgx.com/securities/company-announcements) at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing proxy(ies).

   Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the Questions Deadline will be consolidated and addressed at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

9. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives may also ask questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

Access to Documents and Information relating to the AGM:

10. In line with the Company's sustainability efforts, the Company has discontinued the practice of mailing the Company's annual reports and circulars to shareholders. Documents and information relating to the AGM, including this Notice of AGM, Proxy Form, the annual report for the financial year ended 31 December 2025 ("**AR2025**"), together with the letters to shareholders appended to AR2025 (the "**Letters to Shareholders**") are available for viewing and download from the SGXNET (https://www.sgx.com/securities/company-announcements) and the Company's corporate website (https://www.vallianzholdings.com/investor-relations/#announcements).

11. For shareholders' convenience, printed copies of this Notice of AGM, Proxy Form and a request form (to request for printed copies of AR2025 and Letters to Shareholders) ("**Request Form**") have been despatched to shareholders.

12. Shareholders who wish to receive printed copies of the AR2025 and/or the Letters to Shareholders should complete the Request Form and return it to the Company by 20 April 2026 by depositing the Request Form at the Company's registered office address at 1 Pasir Panjang Road, Labrador Tower, #28-02, Singapore 118479. The printed copies will be mailed to shareholders within five (5) working days upon receiving the Request Form. Incomplete or incorrectly completed Request Forms will not be processed.

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 shareholder of the Company (a) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy appointed 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.