
NOTICE OF EXTRAORDINARY GENERAL MEETING 1

ADDVALUE TECHNOLOGIES LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199603037H)

All capitalised terms in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 13 February 2024 relating to the proposed issue of convertible loan notes in the aggregate principal amount of S\$513,500 with an aggregate of 39,500,000 free detachable warrants to the directors of the Company being restricted persons.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Addvalue Technologies Ltd (the “**Company**”) will be held at 202 Bedok South Ave 1, Singapore 469332 (Block A, Seminar Room) on 6 March 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1: THE PROPOSED ISSUE OF A CONVERTIBLE LOAN NOTE WITH FREE DETACHABLE WARRANTS TO MR. PAUL C BURKE, A DIRECTOR OF THE COMPANY

That:

- (a) approval be and is hereby given for the issue of a Convertible Loan Note in the principal amount of S\$357,500 convertible into 27,500,000 Conversion Shares at the initial Conversion Price of S\$0.013 per Conversion Share (subject to certain adjustments in accordance with the terms and conditions of the Convertible Loan Note) together with 27,500,000 free detachable Warrants with each Warrant carrying the right to subscribe for one Warrant Share at the initial Exercise Price of S\$0.013 per Warrant Share (subject to certain adjustments in accordance with the terms and conditions of the Warrants) to Mr. Paul C Burke, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (b) approval be and is hereby given for the issue and allotment to Mr. Paul C Burke of 27,500,000 Conversion Shares (and such other number of Conversion Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Convertible Loan Note) on conversion of the Convertible Loan Note, and 27,500,000 Warrant Shares (and such other number of Warrant Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Warrants) on exercise of the Warrants, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (c) pursuant to Rule 804 and Rule 812 of the Listing Manual of the SGX-ST, approval be and is hereby given for the aforesaid issues described in (a) and (b) above to Mr. Paul C Burke, a Director of the Company, being a restricted person as set out in Rule 804 and Rule 812 of the Listing Manual of the SGX-ST;
- (d) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (e) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

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ORDINARY RESOLUTION 2: THE PROPOSED ISSUE OF A CONVERTIBLE LOAN NOTE WITH FREE DETACHABLE WARRANTS TO MR. RICHARD JOHN DENNY, A DIRECTOR OF THE COMPANY

That:

- (a) approval be and is hereby given for the issue of a Convertible Loan Note in the principal amount of S\$26,000 convertible into 2,000,000 Conversion Shares at the initial Conversion Price of S\$0.013 per Conversion Share (subject to certain adjustments in accordance with the terms and conditions of the Convertible Loan Note) together with 2,000,000 free detachable Warrants with each Warrant carrying the right to subscribe for one Warrant Share at the initial Exercise Price of S\$0.013 per Warrant Share (subject to certain adjustments in accordance with the terms and conditions of the Warrants) to Mr. Richard John Denny, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (b) approval be and is hereby given for the issue and allotment to Mr. Richard John Denny of 2,000,000 Conversion Shares (and such other number of Conversion Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Convertible Loan Note) on conversion of the Convertible Loan Note, and 2,000,000 Warrant Shares (and such other number of Warrant Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Warrants) on exercise of the Warrants, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (c) pursuant to Rule 804 and Rule 812 of the Listing Manual of the SGX-ST, approval be and is hereby given for the aforesaid issues described in (a) and (b) above to Mr. Richard John Denny, a Director of the Company, being a restricted person as set out in Rule 804 and Rule 812 of the Listing Manual of the SGX-ST;
- (d) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (e) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 3: THE PROPOSED ISSUE OF A CONVERTIBLE LOAN NOTE WITH FREE DETACHABLE WARRANTS TO MR. TAN KHAI PANG, A DIRECTOR OF THE COMPANY

That:

- (a) approval be and is hereby given for the issue of a Convertible Loan Note in the principal amount of S\$52,000 convertible into 4,000,000 Conversion Shares at the initial Conversion Price of S\$0.013 per Conversion Share (subject to certain adjustments in accordance with the terms and conditions of the Convertible Loan Note) together with 4,000,000 free detachable Warrants with each Warrant carrying the right to subscribe for one Warrant Share at the initial Exercise Price of S\$0.013 per Warrant Share (subject to certain adjustments in accordance with the terms and conditions of the Warrants) to Mr. Tan Khai Pang, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;

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- (b) approval be and is hereby given for the issue and allotment to Mr. Tan Khai Pang of 4,000,000 Conversion Shares (and such other number of Conversion Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Convertible Loan Note) on conversion of the Convertible Loan Note, and 4,000,000 Warrant Shares (and such other number of Warrant Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Warrants) on exercise of the Warrants, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (c) pursuant to Rule 804 and Rule 812 of the Listing Manual of the SGX-ST, approval be and is hereby given for the aforesaid issues described in (a) and (b) above to Mr. Tan Khai Pang, a Director of the Company, being a restricted person as set out in Rule 804 and Rule 812 of the Listing Manual of the SGX-ST;
- (d) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (e) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 4: THE PROPOSED ISSUE OF A CONVERTIBLE LOAN NOTE WITH FREE DETACHABLE WARRANTS TO MS. GOH LIANG CHOO, A DIRECTOR OF THE COMPANY

That:

- (a) approval be and is hereby given for the issue of a Convertible Loan Note in the principal amount of S\$19,500 convertible into 1,500,000 Conversion Shares at the initial Conversion Price of S\$0.013 per Conversion Share (subject to certain adjustments in accordance with the terms and conditions of the Convertible Loan Note) together with 1,500,000 free detachable Warrants with each Warrant carrying the right to subscribe for one Warrant Share at the initial Exercise Price of S\$0.013 per Warrant Share (subject to certain adjustments in accordance with the terms and conditions of the Warrants) to Ms. Goh Liang Choo, subject to and on the terms and conditions of the subscription agreement entered into between her and the Company;
- (b) approval be and is hereby given for the issue and allotment to Ms. Goh Liang Choo of 1,500,000 Conversion Shares (and such other number of Conversion Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Convertible Loan Note) on conversion of the Convertible Loan Note, and 1,500,000 Warrant Shares (and such other number of Warrant Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Warrants) on exercise of the Warrants, subject to and on the terms and conditions of the subscription agreement entered into between her and the Company;
- (c) pursuant to Rule 804 and Rule 812 of the Listing Manual of the SGX-ST, approval be and is hereby given for the aforesaid issues described in (a) and (b) above to Ms. Goh Liang Choo, a Director of the Company, being a restricted person as set out in Rule 804 and Rule 812 of the Listing Manual of the SGX-ST;

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- (d) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (e) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 5: THE PROPOSED ISSUE OF A CONVERTIBLE LOAN NOTE WITH FREE DETACHABLE WARRANTS TO MR. WONG MING GHEE, BERNARD, A DIRECTOR OF THE COMPANY

That:

- (a) approval be and is hereby given for the issue of a Convertible Loan Note in the principal amount of S\$26,000 convertible into 2,000,000 Conversion Shares at the initial Conversion Price of S\$0.013 per Conversion Share (subject to certain adjustments in accordance with the terms and conditions of the Convertible Loan Note) together with 2,000,000 free detachable Warrants with each Warrant carrying the right to subscribe for one Warrant Share at the initial Exercise Price of S\$0.013 per Warrant Share (subject to certain adjustments in accordance with the terms and conditions of the Warrants) to Mr. Wong Ming Ghee, Bernard, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (b) approval be and is hereby given for the issue and allotment to Mr. Wong Ming Ghee, Bernard of 2,000,000 Conversion Shares (and such other number of Conversion Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Convertible Loan Note) on conversion of the Convertible Loan Note, and 2,000,000 Warrant Shares (and such other number of Warrant Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Warrants) on exercise of the Warrants, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (c) pursuant to Rule 804 and Rule 812 of the Listing Manual of the SGX-ST, approval be and is hereby given for the aforesaid issues described in (a) and (b) above to Mr. Wong Ming Ghee, Bernard, a Director of the Company, being a restricted person as set out in Rule 804 and Rule 812 of the Listing Manual of the SGX-ST;
- (d) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (e) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

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ORDINARY RESOLUTION 6: THE PROPOSED ISSUE OF A CONVERTIBLE LOAN NOTE WITH FREE DETACHABLE WARRANTS TO MR. CHUA CHWEE KOH, A DIRECTOR OF THE COMPANY

That:

- (a) approval be and is hereby given for the issue of a Convertible Loan Note in the principal amount of S\$32,500 convertible into 2,500,000 Conversion Shares at the initial Conversion Price of S\$0.013 per Conversion Share (subject to certain adjustments in accordance with the terms and conditions of the Convertible Loan Note) together with 2,500,000 free detachable Warrants with each Warrant carrying the right to subscribe for one Warrant Share at the initial Exercise Price of S\$0.013 per Warrant Share (subject to certain adjustments in accordance with the terms and conditions of the Warrants) to Mr. Chua Chwee Koh, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (b) approval be and is hereby given for the issue and allotment to Mr. Chua Chwee Koh of 2,500,000 Conversion Shares (and such other number of Conversion Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Convertible Loan Note) on conversion of the Convertible Loan Note, and 2,500,000 Warrant Shares (and such other number of Warrant Shares which may be issued pursuant to any adjustments in accordance with the terms and conditions of the Warrants) on exercise of the Warrants, subject to and on the terms and conditions of the subscription agreement entered into between him and the Company;
- (c) pursuant to Rule 804 and Rule 812 of the Listing Manual of the SGX-ST, approval be and is hereby given for the aforesaid issues described in (a) and (b) above to Mr. Chua Chwee Koh, a Director of the Company, being a restricted person as set out in Rule 804 and Rule 812 of the Listing Manual of the SGX-ST;
- (d) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (e) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution be and are hereby approved, confirmed and ratified.

THE ABOVE ORDINARY RESOLUTIONS ARE NOT INTER-CONDITIONAL ON EACH OTHER.

**BY ORDER OF THE BOARD
ADDVALUE TECHNOLOGIES LTD**

Wong Tat Yang
Company Secretary
Singapore, 13 February 2024

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EXPLANATORY NOTES:

NOTES ABOUT THE CONDUCT OF THE EGM:

1. The EGM will be held, in a wholly physical format, at 202 Bedok South Ave 1, Singapore 469332 (Block A, Seminar Room) on 6 March 2024 at 10.00 a.m. There will be no option for shareholders to participate virtually.

Printed copies of the Notice of EGM, Proxy Form and the Request Form for a printed copy of the Circular will be despatched to the members of the Company. Printed copies of the Circular will not be despatched to the members of the Company. All documents (the Circular, the Proxy Form, and this Notice of EGM) have been, or will be, published on SGXNET and the Company's website, <https://www.addvaluetech.com/category/corporate/investor-relations/>. They can also be downloaded from SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

2. Submission of proxies

- (a) Shareholders can vote at the EGM themselves or through duly appointed proxies. Shareholders who wish to appoint proxies must submit an instrument appointing proxies in accordance with the instructions on the proxy form.
- (b) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (c) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

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

- (d) A proxy needs not be a member of the Company.
- (e) A proxy form, duly completed and signed, must be submitted to the Company in the following manner:
 - (i) if sent by post, be mailed to 202 Bedok South Ave 1 #01-11, Singapore 469332; or
 - (ii) if submitted electronically, be submitted via email to proxyform@addvalue.com.sg.

in either case, not later than 10.00 a.m. on 4 March 2024, being 48 hours before the time fixed for the EGM.

- (f) This proxy form must be under the hand of the appointer or his attorney duly authorized in writing. Where this proxy form is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
- (g) In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIIAA of the Securities and Futures Act 2001 of Singapore), the Company may reject the proxy form submitted if such members' names do not appear on Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM.
- (h) An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy.

3. Submission of questions in advance of the EGM and asking questions at the EGM

- (a) Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the EGM ahead of the meeting by email to shareholder@addvalue.com.sg or by post to the registered office of the Company at 202 Bedok South Ave 1 #01-11, Singapore 469332 by 10.00 a.m. on 21 February 2024.
- (b) The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline in paragraph (a) above and post the answers on SGXNET and the Company's website by 1 March 2024. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the EGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

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- (c) Members, CPF Investors and SRS Investors (and, where applicable, their duly appointed proxies) can ask substantial and relevant questions related to the resolutions to be tabled for approval at the EGM live at the EGM itself.

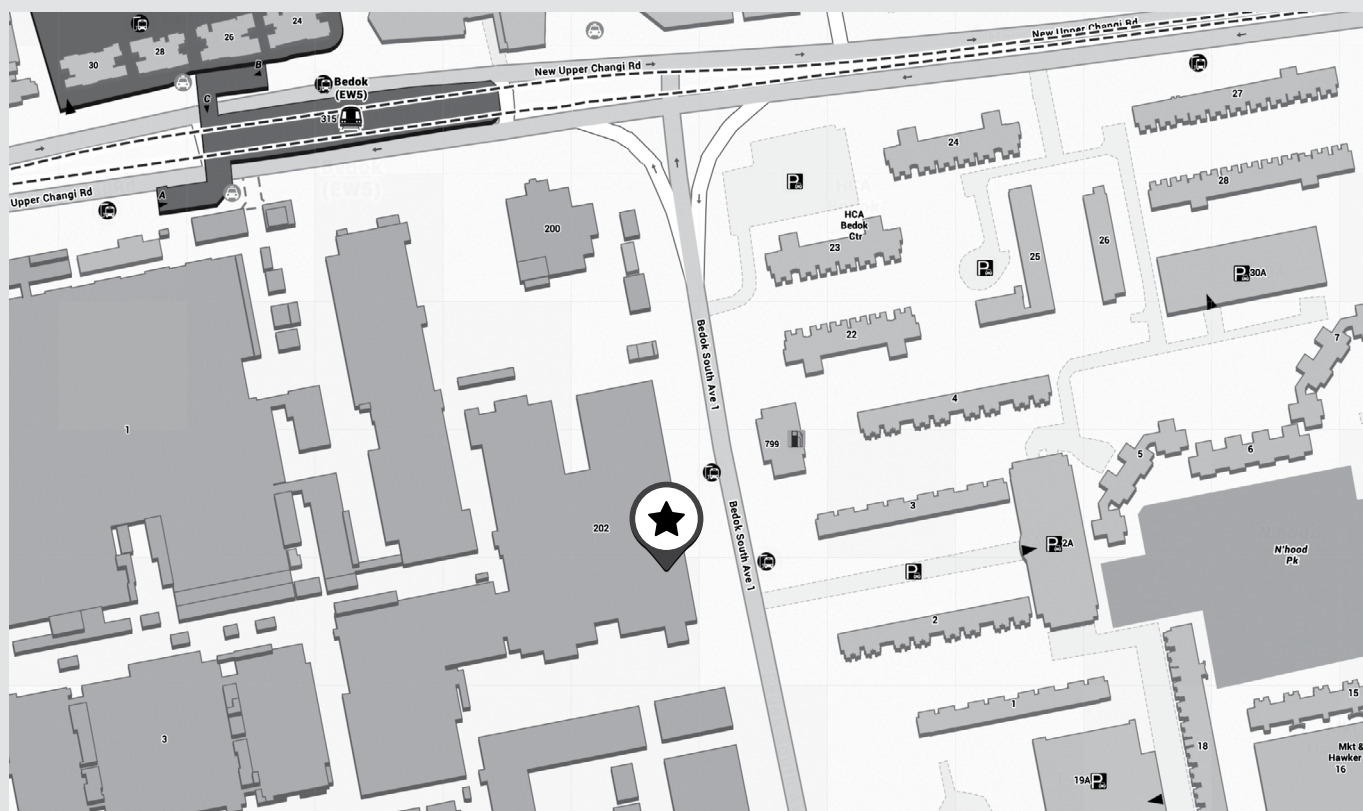
4. Minutes of EGM

The minutes of the EGM, will be posted on the SGXNET and the Company's website within one month after the date of the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting 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 meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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) 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.

Location Map for 202 Bedok South Ave 1, Singapore 469332 (Block A, Seminar room)



(Source & credit: OneMap)