

# NOTICE OF ANNUAL GENERAL MEETING

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This Notice of Annual General Meeting (the “**Notice**”) of Renaissance United Limited (“the **Company**”) has been made available on SGXNET at: <https://www.sgx.com/securities/company-announcements> and the Company’s website at: <https://www.ren-united.com> and will in accordance with the Listing Rules of the SGX-ST be sent to the members. The annual report for financial year ended 30 April 2023 and other documents accompanying the Notice will only be made available on SGXNET at: <https://www.sgx.com/securities/company-announcements> and the Company’s website at: <https://www.ren-united.com> and physical copies will not be posted to members.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of the Company will be convened and held on 29 September 2023 at 11:30 a.m. at Holiday Inn Singapore Atrium, 317 Outram Road, Singapore 169075, Changi Room 1, Level 4 for the following purposes:

## **As Ordinary Business**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 April 2023 together with the Directors’ Statement and the Auditors’ Report thereon. **[Resolution 1]**
2. To approve Directors’ fees of S\$49,831 (2022:S\$52,277). **[Resolution 2]**  
**[See Explanatory Note 1]**
3. To re-elect the following Director retiring pursuant to Regulation 89 of the Company’s Constitution: **[Resolution 3]**  
  
Mr. Sazali Bin Mohd Nor.  
**[See Explanatory Note 2]**
4. To re-elect the following Director retiring pursuant to Regulation 89 of the Company’s Constitution: **[Resolution 4]**  
  
Mr. James Moffatt Blythman.  
**[See Explanatory Note 3]**
5. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. To transact any other ordinary business which may be transacted at an annual general meeting.

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## As Special Business

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

### 7. Authority to allot and issue new shares and convertible securities

*[Resolution 6]*

That pursuant to Section 161 of the Companies Act, 1967, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("**shares**") 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) 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 of the Company may in their absolute discretion deem fit; and
- (b) (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 of the Company while this resolution was in force, provided that:
  - (i) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) to be issued pursuant to this resolution shall 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 (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall 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 (ii) below);
  - (ii) (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 (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 of the passing of this resolution, after adjusting for:
    - (1) new shares arising from the conversion or exercise of any convertible securities;
    - (2) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and

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- (3) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by the 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 SGXST), all applicable legal requirements under the Companies Act and the Constitution of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall 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 earlier.

***[See Explanatory Note 4]***

## **By Order of the Board**

Allan Tan  
**Company Secretary**

Singapore, 14 September 2023

## **EXPLANATORY NOTES:**

- (1) Includes Directors fees paid by the Company's subsidiaries.
- (2) Mr. Sazali Bin Mohd Nor has submitted himself for re-nomination and re-appointment. Mr. Sazali will, upon re-election, remain as a Non-Executive and Independent Director of the Company, a member of the Audit, Chairman of the Nominating and Remuneration Committees. Please refer to page 129 of the Annual Report for more information on Mr. Sazali.
- (3) Mr. James Moffatt Blythman has submitted himself for re-nomination and re-appointment. Mr. Blythman will, upon re-election, remain as an Executive Director of the Company. Please refer to page 129 of the Annual Report for more information on Mr. Blythman.
- (4) Ordinary resolution 6 proposed in item 7 above, if passed, will authorise the Directors of the Company to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders. The authority of the Directors to do so as aforementioned is effective 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 or until such time authority is varied or revoked by the Company in a general meeting, whichever is the earlier. In calculating the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this ordinary resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

## **NOTES TO THE AGM**

- 1. This AGM is convened, and will be held in a wholly physical format. **There will be no option for shareholders to participate virtually.** Printed copies of the Annual Report 2023 will not be sent to members but will be published on the SGX website at <https://www.sgx.com/securities/company-announcements> and on the Company's website at the link: <https://www.ren-united.com>. The Notice and the accompanying proxy form will be sent to shareholders.

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2. Please take notice that the Company may implement such COVID-19 safe management measures (including vaccination-differentiated safe management measures) at the AGM as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of any update by the relevant authority on the COVID-19 situation in Singapore. Shareholders should check the Company's website at the URL <https://www.ren-united.com> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates.
3. Shareholders (including CPF and SRS investors) may participate in the AGM by: (a) attending the AGM in person; (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or (c) voting at the AGM (i) themselves; or (ii) through duly appointed proxy(ies). For the avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the Meeting) to attend, speak and/or vote at the AGM on their behalf.
4. Details of the steps for registration, submission of questions and voting at the AGM by shareholders, including CPF and SRS investors, are set out in **Appendix A** to this announcement. In particular, CPF and SRS investors who wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as their proxy in respect of their shares held by such CPF Agent Banks or SRS Operators on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.30 a.m. on 22 September 2023, i.e., 7 days before the date and time set for the AGM.
5. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate and vote in the AGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
6. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is normally entitled to appoint more than two (2) proxies to participate in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which a proxy has been appointed shall be specified in the proxy form.
7. Persons who hold the Company's shares through Relevant Intermediaries, other than CPF and SRS investors, and who wish to participate in the AGM by: (a) attending the AGM in person; (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or (c) voting at the AGM (i) themselves; or (ii) by appointing the Chairman of the Meeting as proxy in respect of their shares held by such Relevant Intermediaries on their behalf, should contact the Relevant Intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
8. All voting if carried out by way of proxy forms must be directed as stipulated above.
9. The duly executed proxy form appointing the Chairman as proxy must be emailed to the Company at [corp@ren-united.com](mailto:corp@ren-united.com) or sent by post to Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not later than seventy-two (72) hours before the time set for the AGM.
10. The proxy form appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the proxy form appointing a proxy.
11. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the date and time set for the AGM for the depositor to be entitled to participate in the AGM and vote at the AGM.

## **Personal Data Privacy Terms:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives 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 for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.