
NOTICE OF EGM

IEV HOLDINGS LIMITED

(Company Registration Number: 201117734D)
(Incorporated in the Republic of Singapore on 26 July 2011)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of IEV Holdings Limited (the "**Company**") will be held by way of electronic means on 15 October 2020 at 10:30 a.m. (or any adjournment thereof), for the following purposes:

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular to the Shareholders of the Company dated 22 September 2020 (the "**Circular**").*

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

ORDINARY RESOLUTION 1 – THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF IEV GROUP SDN. BHD.

THAT, subject to and contingent upon the passing of Ordinary Resolution 2:

- (1) Approval be and is hereby given for the sale of the entire issued and paid-up share capital of IEV Group Sdn. Bhd. to the Buyers, subject to and in accordance with the terms and conditions of the SPA.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

Notes to Ordinary Resolution 1:

- (1) *Each of Mr. Christopher Do, Tan Sri Dato' Hari and Ms. Christine Munro shall and shall procure that his/her associates shall, abstain from voting on this Ordinary Resolution 1 in respect of their respective shareholdings in the Company (if any) and shall not accept nomination as proxies unless specific instructions have been given in the Shareholder Proxy Form(s) by the Shareholder(s) appointing them on how he/she/they wish(es) his/her/their vote(s) to be cast.*
- (2) *Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional. If either of Ordinary Resolution 1 or Ordinary Resolution 2 is not passed, neither Ordinary Resolution 1 nor Ordinary Resolution 2 will be passed.*

ORDINARY RESOLUTION 2 – THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION UNDER RULE 906 OF THE CATALIST RULES

THAT, subject to and contingent upon the passing of Ordinary Resolution 1:

- (1) Pursuant to Rule 906 of the Catalist Rules, approval be and is hereby given for the Company to undertake the Proposed Disposal, subject to and otherwise in accordance with the terms and conditions of the SPA, which constitutes an interested person transaction under the Catalist Rules.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

NOTICE OF EGM

Notes to Ordinary Resolution 2:

- (1) *Each of Mr. Christopher Do, Tan Sri Dato' Hari and Ms. Christine Munro shall and shall procure that his/her associates shall, abstain from voting on this Ordinary Resolution 2 in respect of their respective shareholdings in the Company (if any) and shall not accept nomination as proxies unless specific instructions have been given in the Shareholder Proxy Form(s) by the Shareholder(s) appointing them on how he/she/they wish(es) his/her/their vote(s) to be cast.*
- (2) *Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional. If either of Ordinary Resolution 1 or Ordinary Resolution 2 is not passed, neither Ordinary Resolution 1 nor Ordinary Resolution 2 will be passed.*

To consider and, if thought fit, to pass the following resolution as a Special Resolution, with or without modifications:

SPECIAL RESOLUTION 1 – THE PROPOSED CHANGE OF NAME

THAT, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2:

- (1) Pursuant to Section 28 of the Companies Act (Cap. 50) of Singapore, approval be and is hereby given for the Company to undertake the Proposed Change of Name, subject to and otherwise in accordance with the terms and conditions of the SPA.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

Note to Special Resolution 1:

- (1) *Special Resolution 1 is subject to and conditional upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2. If either of Ordinary Resolution 1 or Ordinary Resolution 2 is not passed, Special Resolution 1 will not be passed.*

BY ORDER OF THE BOARD
IEV HOLDINGS LIMITED

Christopher Nghia Do
President and Chief Executive Officer
22 September 2020

NOTICE OF EGM

Important Notes:

1. This EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will be sent to members solely by electronic means via publication on the Company's corporate website at the URL <https://iev-group.listedcompany.com/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Alternative arrangements relating to members' participation at the EGM:** The Company has made the following alternative arrangements for the Members to participate at the EGM:
 - (a) observing and/or listening to the EGM proceedings contemporaneously via a "live" audio-visual webcast ("**Live Webcast**") or a "live" audio-only stream ("**Live Audio Stream**") respectively;
 - (b) submitting questions in advance in relation of any resolution set out in the Notice of EGM; and
 - (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM.
3. **Pre-registration for Live Webcast or Live Audio Stream:** Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings through a Live Webcast via their mobile phones, tablets or computers or listen to the proceedings through a Live Audio Stream via telephone MUST pre-register at the URL <https://iev-group.listedcompany.com/> from **10:30 a.m. on 23 September 2020 to 10:30 a.m. on 13 October 2020** (the "**Registration Deadline**"). Members and CPF/SRS investors will be required to fill their particulars (comprising full name (for individuals) / company name (for corporate), email address, contact number, NRIC / Passport number / Company Registration number, shareholding type and number of shares held). This is to enable the Company to verify their status as members of the Company.
4. Following the verification and upon the closure of registration, authenticated members and CPF/SRS investors will receive an email confirmation containing:
 - (a) the link and a password to access the Live Webcast; and
 - (b) a dial-in number with unique pin to access the Live Audio Stream of the proceedings of the EGM.

Members and CPF/SRS investors must not forward the abovementioned email confirmation to other persons who are not entitled to attend the EGM. This is to avoid any technical disruptions or overload to the Live Webcast or the Live Audio Stream.

Members and CPF/SRS investors who register by the Registration Deadline but do not receive an email confirmation by 12:00 p.m. on 14 October 2020 should contact the Company's technical support by email at egm2020@iev-group.com for assistance.

5. **Persons who hold Shares through Relevant Intermediaries:** Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) ("**Investors**"), (other than CPF and SRS investors) will not be able to pre-register at the URL <https://iev-group.listedcompany.com/> for the Live Webcast or Live Audio Stream. Investors who wish to participate in the Live Webcast or Live Audio Stream of the EGM should contact their relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for (i) their participation in the EGM; (ii) submission of questions in advance of the EGM; and (iii) the appointment of the Chairman as proxy to attend, speak and vote on their behalf at the EGM. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) via email to the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamd@boardroomlimited.com by **10:30 a.m. on 13 October 2020**.
6. **Submission of Questions in Advance:** Members and Investors will NOT be able to ask questions during the EGM via a Live Webcast or Live Audio Stream, and therefore it is important for shareholders to submit their questions in advance of the EGM.

Members and CPF/SRS investors may submit any questions related to the resolutions to be tabled for approval at the EGM via the pre-registration website at the URL <https://iev-group.listedcompany.com/> or by email to egm2020@iev-group.com no later than **10:30 a.m. on 13 October 2020** (the "**Submission Deadline**"), together with their particulars (comprising full name (for individuals) / company name (for corporate), email address, contact number, NRIC / Passport number / Company Registration number, shareholding type and number of shares held).

The Company will endeavour to provide its answers and responses to the substantial and relevant questions received from members relating to the resolutions to be tabled for approval at the EGM prior to the EGM via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>; or during the EGM.

The minutes of the EGM, will thereafter be published on (i) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <https://iev-group.listedcompany.com/> within one (1) month after the date of the EGM.

NOTICE OF EGM

7. **Voting solely via appointment of the Chairman of the Meeting as Proxy:** A member (whether individual or corporate) will not be able to vote online on the resolutions to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying Proxy Form for the EGM may be accessed at the Company's corporate website at the URL <https://iev-group.listedcompany.com/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. The Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5:00 p.m. on 5 October 2020**.
8. The Chairman of the EGM, as proxy, need not be a member of the Company.
9. **Submission of proxy form:** The Proxy Form, together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Private Limited, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to srs.teamd@boardroomlimited.com,

in either case, by **10:30 a.m. on 13 October 2020** (being not less than forty-eight (48) hours before the time appointed for holding the EGM).

A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures imposed by the Singapore Government which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.

10. The Proxy Form must be under the hand of the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its attorney duly authorised or in such manner as appropriate under applicable laws, failing which the Proxy Form may be treated as invalid.
11. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM.
12. All documents (including the Circular, this Notice of EGM and the proxy form) or information relating to the business of the EGM have been, or will be, published on the Company's website and the SGX website. **Printed copies of the documents will not be despatched to members.** Members and Investors are advised to check the Company's website or SGX website regularly for updates.
13. In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures and/or changes to the Company's EGM alternative arrangements as may be appropriate up to the date of the EGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates (if any) on the EGM via the Company's website at the URL <https://iev-group.listedcompany.com/> or SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy:

By (a) submitting a proxy form appointing the Chairman of the EGM to attend, speak and vote at the EGM and/or any adjournment thereof or (b) submitting any question prior to the EGM or (c) submitting the pre-registration form in accordance with this Notice, a member of the Company (i) 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; and (ii) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of (collectively, the "Purposes"):

- I. the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof);
- II. processing the pre-registration forms for purposes of granting access to members for the Live Webcast or Live Audio Stream and providing viewers with any technical assistance, where necessary;
- III. addressing selected substantive questions from members received during the EGM;

NOTICE OF EGM

- IV. the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- V. enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

The member's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.