NOTICE OF SCHEME MEETING

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 725/2025

In the matter of Section 210 of the Companies Act 1967

And

In the Matter of
Procurri Corporation Limited
(Company Registration No.: 201306969W)

... Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act 1967

Among

Procurri Corporation Limited

And

The Target Shareholders (as defined herein)

And

Exeo Global Asset Holdings Pte. Ltd.

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Scheme Meeting**") of the Shareholders (other than the Offeror) (the "**Target Shareholders**") of Procurri Corporation Limited (the "**Company**") to be convened and such Scheme Meeting shall be held at 8 Aljunied Avenue 3, The Pulse, Singapore 389933, on 12 August 2025 at 10.00 a.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

THE SCHEME RESOLUTION

RESOLVED THAT:

(a) the Scheme of Arrangement dated 28 July 2025 proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, amongst (i) the Company, (ii) the Target Shareholders and (iii) Exeo Global Asset Holdings Pte. Ltd., a copy of which has been circulated with this Notice convening this Scheme Meeting, be and is hereby approved; and

(b) the Directors be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents) as the Directors may consider expedient or necessary or in the interests of the Company to give effect to the Scheme.

All references to the Scheme Document in this Notice shall mean the Company's Scheme Document to Target Shareholders dated 28 July 2025. All capitalised terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Scheme Document.

The said Scheme of Arrangement will be subject to, *inter alia*, the subsequent sanction of the Court.

Importance Notice from the Company

A copy of the said Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, are incorporated in the Scheme Document of which this Notice of Scheme Meeting forms part.

Electronic copies of the Scheme Document (enclosing this Notice of Scheme Meeting and the Proxy Form) are available on SGXNet at http://www.sgx.com/securities/company-announcements and on the website of the Company at https://investor.procurri.com/sgx_announcements.html. A Target Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

Target Shareholders (including Overseas Target Shareholders) may also obtain a printed copy of the Scheme Document by submitting a request to the Company's Share Registrar, Tricor Barbinder Share Registration Services, by post to 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 or via email to sg.is.proxy@vistra.com by no later than 5.30 p.m. on 4 August 2025. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the Target Shareholder by ordinary post at his/her/its own risk.

A Target Shareholder may appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Target Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting.

It is requested that the Proxy Form be lodged with the Share Registrar in the manner set out below not less than seventy-two (72) hours before the time fixed for holding the Scheme Meeting.

Target Shareholders who are Relevant Intermediaries may vote in accordance with the instructions set out in the Proxy Form.

In the case of joint holders of a Target Share, any one (1) of such persons may vote by proxy, but if more than one (1) of such persons votes by proxy, only the vote of the person whose name stands first in the Register of Members or (as the case may be) the Depository Register shall be counted.

By the said Order of Court, the Court has appointed Wong Quee Quee, Jeffrey, or failing him, any other independent director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme will be subject to, *inter alia*, the subsequent approval of the Court.

NOTES:

1. A copy of the said Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 of Singapore, are incorporated in the Scheme Document of which this Notice of Scheme Meeting forms part.

2. This Notice of Scheme Meeting will be sent to Target Shareholders by electronic means via publication on the Company's website at https://investor.procurri.com/sgx_announcements.html, and will also be made available on SGXNet at https://www.sgx.com/securities/company-announcements. In addition, a printed copy of this Notice of Scheme Meeting will be sent by ordinary post to Target Shareholders.

Arrangements for Conduct of the Scheme Meeting

3. Arrangements relating to the conduct of the Scheme Meeting, including:

   (a) attending the Scheme Meeting in person;

   (b) submitting questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting or at the Scheme Meeting itself; and/or

   (c) voting at the Scheme Meeting by the Target Shareholder (i) in person or (ii) by his/her/its duly appointed proxy,

   are set out in this Notice of Scheme Meeting. Any reference to a time of day is made by reference to Singapore time.

   Target Shareholders, including CPFIS Investors and SRS Investors, or, where applicable, their appointed proxy who will be attending the Scheme Meeting in person should bring along their NRIC/passport so as to enable the verification of their identity on the day of the Scheme Meeting.

   The Scheme Meeting will be convened and held in a wholly physical format. **There will be no option for Target Shareholders to participate virtually.**

Question & Answer, Minutes of Scheme Meeting

4. Target Shareholders, including CPFIS Investors and SRS Investors, may submit questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting. To do so, all questions must be submitted via email to the Company at IR@procurri.com by 10.00 a.m. on 4 August 2025.

5. Target Shareholders, including CPFIS Investors and SRS Investors, who submit questions via email to the Company must provide the following information:

   (a) the Target Shareholder's full name;

   (b) the Target Shareholder's full address;

   (c) the manner in which the Target Shareholder holds Target Shares (e.g. via CDP, CPF/SRS or scrip); and

   (d) the Target Shareholder's CDP Securities Account No. (if his/her/its shares are held through CDP).

6. The Company will endeavour to address all substantial and relevant questions received by it in the manner set out above by 10.00 a.m. on 7 August 2025 (being at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms) and the Company's responses will be posted on SGXNet and the Company's website. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

7. Target Shareholders, including CPFIS Investors and SRS Investors, or, where applicable, their appointed proxy, may also ask the Chairman of the Scheme Meeting substantial and relevant questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, at the Scheme Meeting.

8. The Company will publish the minutes of the Scheme Meeting on the Company's website and on SGXNet within one (1) month from the date of the Scheme Meeting, and the minutes will include the responses to the substantial and relevant questions received from Target Shareholders which are addressed during the Scheme Meeting.

Voting, or appointing a proxy to vote, at the Scheme Meeting

9. A Target Shareholder who wishes to exercise his/her/its voting rights at the Scheme Meeting may: (a) vote at the Scheme Meeting in person or (b) appoint a proxy to vote on his/her/its behalf at the Scheme Meeting.

10. A Target Shareholder who is not a Relevant Intermediary and is entitled to attend and vote at the Scheme Meeting may only appoint one (1) proxy to attend, speak and vote in his/her/its stead, and may only cast all the votes he/she/it uses at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Target Shareholder who is not a Relevant Intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.

11. A proxy need not be a member of the Company.

12. **A Target Shareholder may appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Target Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting.**

13. A Target Shareholder who wishes to submit an instrument appointing a proxy must complete the accompanying proxy form (the "**Proxy Form**"), before submitting it in the manner set out below and the instructions set out in the Proxy Form.

14. Printed copies of this Notice of Scheme Meeting, the Proxy Form and the Request Form will be sent to Target Shareholders. The Proxy Form may also be accessed at the Company's website at https://investor.procurri.com/sgx_announcements.html and on SGXNet at https://www.sgx.com/securities/company-announcements.

15. The Proxy Form must be deposited (either by post or in person) with the Company's Share Registrar's office at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 or sent by email to sg.is.proxy@vistra.com, by 10.00 a.m. on 9 August 2025 (being not less than seventy-two (72) hours before the time appointed for the Scheme Meeting).

16. **Target Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**

17. If any Target Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated therein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Target Shareholder are not ascertainable from the instructions of the Target Shareholder specified in the Proxy Form (if applicable), the Target Shareholder and the proxy of such Target Shareholder(s) (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman of the Scheme Meeting. Any such Target Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.

18. In the case of joint holders of Target Shares, any one (1) of such persons may vote, but if more than one (1) of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) shall alone be entitled to vote.

19. A Target Shareholder voting by appointing the Chairman of the Scheme Meeting as proxy shall be included in the count of Target Shareholders present and voting at the Scheme Meeting as if the Target Shareholder was voting in person. The votes of the Chairman of the Scheme Meeting shall be counted as the votes of the number of appointing Target Shareholders.

Relevant Intermediaries

20. Persons who hold Target Shares through Relevant Intermediaries, other than CPFIS Investors and SRS Investors, and who wish to participate in the Scheme Meeting should contact the Relevant Intermediary through which they hold such Target Shares as soon as possible. Persons who hold Target Shares through Relevant Intermediaries, other than CPFIS Investors and SRS Investors, may (a) vote at the Scheme Meeting if they are appointed as proxy by their respective Relevant Intermediaries; or (b) specify their voting instructions to / arrange for their votes to be submitted with their respective Relevant Intermediaries, and should contact their respective Relevant Intermediaries as soon as possible in order for the necessary arrangements to be made.

    In addition, CPFIS Investors and SRS Investors may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective CPFIS or SRS operators, and should contact their respective CPFIS or SRS operators if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to / arrange for their votes to be submitted with their respective CPFIS or SRS operators, and should approach their respective CPFIS or SRS operators by 10.00 a.m. on 1 August 2025, being at least seven (7) working days before the date of the Scheme Meeting, to ensure their votes are submitted.

21. In relation to any Target Shareholder who is a Relevant Intermediary:

    (a) subject to paragraph 21(b) below, a Target Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that (i) each vote is exercised in relation to a different Share; and (ii) the voting rights attached to all or any of the Shares in each sub-account maintained by the Relevant Intermediary may only be cast at the Scheme Meeting in one (1) way, but, for the avoidance of doubt the voting rights of the Shares in one (1) sub-account need not be cast in the same way as the Shares in another sub-account maintained by such Relevant Intermediary; and

    (b) a Target Shareholder who is a Relevant Intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of the Target Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by the Target Shareholder (which number and class of shares in relation to which each proxy has been appointed shall be specified) provided that no more than one (1) proxy may be given in respect of each sub-account maintained by the Relevant Intermediary which holds Shares. Where a proxy is appointed in accordance with this paragraph 21(b) of only one (1) sub-account holder, such proxy may only cast all the votes it uses at the Scheme Meeting in one (1) way.

    A "**Relevant Intermediary**" means:

    (i) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

    (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or

    (iii) the Central Provident Fund Board (the "**CPF Board**") established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

22. For the purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied:

    (a) the Company shall treat each proxy appointed in accordance with paragraph 10 and who casts a vote in respect of its Shares for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy of more than one (1) Target Shareholder to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing Target Shareholders;

    (b) the Company shall treat each proxy appointed in accordance with paragraph 21(b) and who casts a vote in respect of its Shares for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy in accordance with paragraph 21(b) of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing sub-account holders;

(c) subject to paragraph 22(d) below, where a Target Shareholder is a Relevant Intermediary, the Company shall treat each sub-account holder on whose behalf the Relevant Intermediary holds Shares, and which casts a vote in respect of the Shares in such sub-account for or against the Scheme, as casting one (1) vote in number.

The Target Shareholder which is a Relevant Intermediary shall submit to the Share Registrar the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Shares in such sub-account; and

(d) where a Target Shareholder who is a Relevant Intermediary casts votes both for and against the Scheme otherwise than in accordance with paragraph 21(b) above and without submitting to the Share Registrar the information required under paragraph 22(c) above, without prejudice to the treatment of any proxies appointed in accordance with paragraph 21(b) above:

(i) the Company shall treat the Relevant Intermediary as casting one (1) vote in favour of the Scheme if the Relevant Intermediary casts more votes for the Scheme than against the Scheme;

(ii) the Company shall treat the Relevant Intermediary as casting one (1) vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme; and

(iii) the Company shall treat the Relevant Intermediary as casting one (1) vote for and one (1) vote against the Scheme if the Relevant Intermediary casts equal votes for and against the Scheme.

23. Please see the Scheme Document and the notes to the Proxy Form for more information.

Personal data privacy

24. By either (I) attending the Scheme Meeting, (II) submitting an instrument appointing a proxy to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, (III) submitting any question in advance of, or at, the Scheme Meeting, and/or (IV) submitting the Request Form to request for a printed copy of the Scheme Document, a Target Shareholder:

(a) consents to the collection, use and disclosure of the Target Shareholder's personal data by the Company (or its respective agents or service providers) for the following purposes:

(i) the processing, administration and analysis by the Company (or its respective agents or service providers) of instruments appointing proxy(ies) for the Scheme Meeting (including any adjournment thereof);

(ii) the addressing of questions received from Target Shareholders in advance of or at the Scheme Meeting and, if necessary, the following up with the relevant Target Shareholders in relation to such questions;

(iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof); and

(iv) in order for the Company (or its respective agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines,

(collectively, the "**Purposes**");

(b) warrants that where the Target Shareholder discloses the personal data of the Target Shareholder's proxy and/or representative(s) to the Company (or its respective agents or service providers), the Target Shareholder has obtained the prior consent of such proxy and/or representative(s) for the collection, use and disclosure by the Company (or its respective agents or service providers) of the personal data of such proxy and/or representative(s) for the Purposes;

(c) agrees to provide the Company with written evidence of such prior consent upon reasonable request;

(d) agrees that the Target Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Target Shareholder's breach of warranty; and

(e) agrees and consents to such photographic, sound and/or video recordings of the Scheme Meeting as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the Scheme Meeting. Accordingly, the personal data of the Target Shareholder (such as his/her/its name, his/her/its presence at the Scheme Meeting and any questions he/she/it may raise or motions he/she/it may propose/second) may be recorded by the Company (or its respective agents or service providers) for such purpose.

"**Personal data**" in this notice has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore.

Dated this 28th day of July 2025

Allen & Gledhill LLP
One Marina Boulevard, #28-00
Singapore 018989

Solicitors for
Procurri Corporation Limited