

ENVICTUS INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200313131Z)
(the Company)

MINUTES OF ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS (VIDE LIVE WEBCAST AND LIVE AUDIO STREAM) ON THURSDAY, 27 JANUARY 2022 AT 11.00 A.M.

PRESENT

DIRECTORS

Dato’ Jaya J B Tan	-	Executive Chairman
Datuk Dr Sam Goi Seng Hui	-	Non-Executive Vice Chairman
Dato’ Kamal Y P Tan	-	Non-Executive Director & Adviser
Mr Mah Weng Choong	-	Non-Executive Director
Mr John Lyn Hian Woon	-	Independent Director
Mr Teo Chee Seng	-	Independent Director

IN ATTENDANCE

As per attendance list.

INTRODUCTION

The Chairman, Dato’ Jaya J B Tan (“Dato’ Jaya” or “the Chairman”) welcomed all joining the Meeting via the live webcast and live audio stream.

The Chairman informed that the AGM was conducted by electronic means via live webcast due to COVID-19 restriction and the safe-distancing measures. The Chairman introduced the Directors and the Chief Financial Officer present at the AGM.

QUORUM

As there was a quorum, the Chairman declared the AGM of the Company opened at 11.00 a.m.

NOTICE

The Notice convening the AGM dated 7 January 2022 was taken as read.

OPENING ADDRESS

The Chairman highlighted that the shareholders have been advised to submit their votes by completing the Proxy Form to appoint the Chairman of the Meeting as proxy to vote on their behalf in the Notice of AGM.

The Chairman informed that in his capacity as the Chairman of the Meeting, he had been appointed by shareholders as proxy and would vote in accordance with their instructions. In line with the Company's Constitution, all resolutions tabled at the Meeting will be voted by way of poll. All resolutions to be tabled at the AGM were proposed by the Chairman. The results would be announced after each resolution.

The Company has appointed Boardroom Corporate & Advisory Services Pte Ltd as the polling agent and DrewCorp Services Pte Ltd as the scrutineers for the verification and supervision of the counting of the votes of all such valid proxy forms submitted by the shareholders by the deadline at 11.00 a.m. on 24 January 2022.

It was noted that the Company has invited shareholders to send in their questions prior to this Meeting. The Chief Financial Officer, Mr Billy Lim, informed shareholders that the Company did not receive any questions from the shareholders.

ORDINARY BUSINESS:**1. ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2021 - RESOLUTION 1**

The Meeting proceeded to receive and adopt the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 30 September 2021.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	188,084,195	100
No. of votes against:	0	0
Total no. of votes casted:	188,084,195	100

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 1 carried by way of a poll:

"IT WAS RESOLVED that the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 30 September 2021 thereon be received and adopted."

2. RE-ELECTION OF DATO' JAYA J B TAN – RESOLUTION 2

Resolution 2 dealt with the re-election of Dato' Jaya J B Tan as a Director retiring pursuant to Regulations 87 and 91 of the Constitution of the Company. Shareholders were informed that Dato' Jaya J B Tan had signified his consent to continue in office.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	188,084,195	100
No. of votes against:	0	0
Total no. of votes casted:	188,084,195	100

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 2 carried by way of a poll:

“IT WAS RESOLVED that Dato’ Jaya J B Tan be and is hereby re-elected as a Director of the Company.”

3. RE-ELECTION OF MR MAH WENG CHOONG – RESOLUTION 3

Resolution 3 dealt with the re-election of Mr Mah Weng Choong as a Director of the Company. Mr Mah Weng Choong, who was retiring pursuant to Regulation 91 of the Constitution of the Company, had given his consent for re-election.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	188,084,195	100
No. of votes against:	0	0
Total no. of votes casted:	188,084,195	100

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 3 carried by way of a poll:

“IT WAS RESOLVED that Mr Mah Weng Choong be and is hereby re-elected as a Director of the Company.”

4. DIRECTORS’ FEES – RESOLUTION 4

The Directors had recommended the payment of S\$305,712 as Directors’ fees for the financial year ended 30 September 2022.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	188,084,195	100
No. of votes against:	0	0
Total no. of votes casted:	188,084,195	100

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 4 carried by way of a poll:

“IT WAS RESOLVED that the payment of Directors’ fees of S\$305,712 for the financial year ended 30 September 2021 be and is hereby approved.”

5. APPOINTMENT OF AUDITORS – RESOLUTION 5

Shareholders were informed that the retiring auditors, Messrs BDO LLP, had expressed their willingness to continue in office.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	188,084,195	100
No. of votes against:	0	0
Total no. of votes casted:	188,084,195	100

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 5 carried by way of a poll:

“IT WAS RESOLVED that Messrs BDO LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorized to fix their remuneration.”

ANY OTHER BUSINESS

There being no other ordinary business to transact, the Meeting proceeded to deal with the special business as set out in the Notice.

SPECIAL BUSINESS:**6. AUTHORITY TO ALLOT AND ISSUE NEW SHARES – RESOLUTION 6**

Resolution 6 was to authorize Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Share Issue Mandate, if approved, would allow the Company to issue new shares of up to 50% of the total issued share capital (excluding treasury shares and subsidiary holdings) of which up to 20% may be issued other than on a pro-rata basis to such persons as the directors may determine.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	188,084,195	100
No. of votes against:	0	0
Total no. of votes casted:	188,084,195	100

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 6 carried by way of a poll:

“IT WAS RESOLVED that pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorized 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 Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed fifty per centum (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 does not exceed twenty per centum (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 calculation as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of shares that may be issued in under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing this Resolution, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from the exercising share options or vesting of shares awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with (ii)(a) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST 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 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 the earlier."

CONCLUSION

There being no other business to transact, the Chairman thanked everyone for watching the live webcast or live audio stream. The Chairman declared the Annual General Meeting of the Company closed at 11.15 a.m..

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DATO' JAYA J B TAN
CHAIRMAN