

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting (“AGM”) of Wilton Resources Corporation Limited (the “Company”, and together with its subsidiaries, the “Group”) will be held by way of electronic means on Friday, 28 April 2023 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$143,500 for the financial year ending 31 December 2023, to be payable quarterly in arrears. (FY2022: S\$143,500) **Resolution 2**
3. To re-elect Mr Ngiam Mia Je Patrick, a Director of the Company retiring pursuant to Regulation 91 of the Constitution of the Company, and who, being eligible, offered himself for re-election, as a Director. **Resolution 3**
[See Explanatory Note (i)]
4. To re-elect Mr Tan Cher Liang, a Director of the Company retiring pursuant to Regulation 91 of the Constitution of the Company, and who, being eligible, offered himself for re-election, as a Director. **Resolution 4**
[See Explanatory Note (ii)]
5. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
6. To transact any other ordinary business which may properly be transacted at an AGM of the Company.

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act 1967 (“Companies Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“Catalist Rules”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors be and are hereby authorised and empowered to:

- (a) (i) allot and issue shares in the capital of 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 may, in their absolute discretion, deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors while this Resolution is in force, provided that:
- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments) that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;adjustments in accordance with sub-sections (2)(a) and (2)(b) 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 the passing of this Resolution.
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution for the time being in force; and
 - (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

Resolution 6

[See Explanatory Note (iii)]

By Order of the Board

Siau Kuei Lian
Company Secretary
Singapore, 13 April 2023

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Explanatory Notes:

- (i) Mr Ngiam Mia Je Patrick will, upon re-election as a Director, remain as a Non-Executive Director of the Company, and a member of the Nominating Committee. Please refer to Corporate Governance Report on pages 28 to 33 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (ii) Mr Tan Cher Liang will, upon re-election as a Director, remain as the Lead Independent Non-Executive Director, Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. Mr Tan Cher Liang has no relationship (including immediate family relationships) with the rest of the Directors, the Company, its related corporation, its substantial shareholders or its officers. The board of directors of the Company considers Mr Tan Cher Liang to be independent for the purpose of Rule 704(7) of the Catalist Rules until the conclusion of the next AGM to be held in April 2024, in view of the removal of the two-tier voting mechanism for Company to retain long-serving Independent Director who have served for more than nine years as announced by the Singapore Exchange Regulation on 11 January 2023. Please refer to Corporate Governance Report on pages 28 to 33 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (iii) Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors from the date of the 2022 AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a *pro rata* basis to shareholders of the Company.

For the purpose of determining the aggregate number of Shares and Instruments that may be issued, the percentage of the aggregate number of Shares and Instruments will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

1. The AGM of the Company will be held by way of electronic means. The Company will arrange for (i) a "live" audio-visual webcast of the AGM ("**LIVE WEBCAST**") and (ii) "live" audio-only stream ("**LIVE AUDIO STREAM**"), which allows Shareholders to participate, vote and ask question live at the AGM via electronic means.
2. The Annual Report, Notice of AGM and Proxy Form will be made available to members solely by electronic means via publication on the Company's website at the URL <https://www.wilton.sg> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will **NOT** be despatched to members.
3. Members (including a Relevant Intermediary*) will not be able to attend the AGM in person. Members may:-
 - (a) pre-register at the following URL: <https://conveneagm.sg/wilton2023> ("**Wilton AGM Website**") to participate, vote and ask question live at the AGM by watching and/or listening to the proceedings via LIVE WEBCAST or LIVE AUDIO STREAM;
 - (b) submit questions related to the resolutions to be tabled for approval in advance of the AGM at Wilton AGM Website; and/or
 - (c) appoint a proxy(ies) to attend, speak and vote on their behalf at the AGM.
4. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM may appoint not more than two proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
5. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM. CPF Investor and SRS Investor may submit their questions related to any resolution set out in the Notice of AGM prior to the AGM at Wilton AGM Website.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

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7. The instrument appointing a proxy must (i) if sent personally or by post, be deposited at the registered office of the Company at 62 Ubi Road 1, Oxley Bizhub 2, #09-14, Singapore 408734; or (ii) if submitted electronically at Wilton AGM Website; or (iii) by email to the Company at email@wilton.sg and in either case, by not less than forty-eight (48) hours before the time appointed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

Members are strongly encouraged to submit completed proxy forms electronically via the Wilton AGM Website or email to the Company.

8. The Annual Report for FY2022 may be accessed on the Company's website at the URL <https://www.wilton.sg> and is also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Important notes to members:

- A. The key dates which members should take note of are set out in the table below:-

Key dates	Actions
After trading hours on 13 April 2023	Members may begin to pre-register at the following URL: https://conveneagm.sg/wilton2023 (" Wilton AGM Website "), to create an account. Corporate members must also submit the Corporate Representative Certificate to the Company via email at email@wilton.sg .
By 5.00 p.m. on 19 April 2023	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
By 9.00 a.m. on 21 April 2023	Deadlines for members to submit questions related to the resolutions to be tabled for approval in advance.
By 24 April 2023, before market open	The Company to address and publish its responses to those substantial and relevant questions received from members via the Company's website and SGXNet, if any.
By 10.00 a.m. on 26 April 2023	Deadlines for members to: <ul style="list-style-type: none"> • pre-register for LIVE WEBCAST or LIVE AUDIO STREAM; • submit the Corporate Representative Certificate (for Corporate members only); and • submit proxy forms.
By 12 noon on 27 April 2023	Authenticated members will receive an email on their authentication status and will be able to access the LIVE WEBCAST or LIVE AUDIO STREAM using the account created (the " Confirmation Email "). Members who do not receive the Confirmation Email by 12 noon on 27 April 2023, but have registered by the 26 April 2023 deadline should contact the Company for assistance at email@wilton.sg with (i) the full name of the member; and (ii) his/her/its identification/registration number.
10.00 a.m. on 28 April 2023	To access the LIVE WEBCAST or LIVE AUDIO STREAM of the proceedings of the AGM using the account created.

* A Relevant Intermediary is:

- (a) 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; or
- (b) 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
- (c) the Central Provident Fund 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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Personal Data Privacy

By pre-registering for the LIVE WEBCAST or LIVE AUDIO STREAM, submitting the proxy form 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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), 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) 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.