



AMOS GROUP LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No: 201004068M

NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website at <https://www.amosgroup.com/investor>. A printed copy of this Notice will NOT be despatched to Shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held via live webcast on Thursday, 28 July 2022 at 10.00 a.m. to transact the following business:-

Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 and the Auditors' Report thereon. **[Resolution 1]**
- To re-elect Mr David Wood Hudson, the Director retiring pursuant to Regulation 110 of the Company's Constitution. **[Resolution 2]**
[See Explanatory Note 1]
- To re-elect Ms Edwina Cheung Pui Yin, the Director retiring pursuant to Regulation 114 of the Company's Constitution. **[Resolution 3]**
[See Explanatory Note 2]
- To approve the sum of S\$370,000/- as Directors' fees for the financial year ending 31 March 2023 to be paid quarterly in arrears. (FY2022: S\$320,000) **[Resolution 4]**
- To note Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 5]**
- To transact any other business that may be transacted at an Annual General Meeting.

Special Business

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

- Authority to allot and issue shares in the capital of the Company**
That pursuant to Section 161 of the Companies Act, 1967 (the "Act"), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-
 - allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or
 - 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 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
 - (notwithstanding the authority conferred by this Resolution may have ceased to be in force):
 - issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force; and
 - issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force or such additional Instruments in (b)(i) above,

provided that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (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 (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
 - new Shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - new Shares arising from the exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the 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
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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.

[See Explanatory Note 3]

[Resolution 6]

8. Renewal of the Share Buy-back Mandate

That:

- for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Shares of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - on-market purchases transacted through the SGX-ST's trading system or on another stock exchange on which the issuer's equity securities are listed ("Market Acquisitions") or
 - off-market acquisitions in accordance with an equal access scheme as defined in Section 76C of the Act ("Off-Market Acquisitions"),and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
- unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
 - the date on which the next Annual General Meeting of the Company is held;
 - the date by which the next Annual General Meeting of the Company is required by law to be held; or
 - the date on which purchases and acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

in this Resolution:

"Prescribed Limit" means that number of Shares representing 10% of the issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings);

"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- in the case of a Market Acquisition of a Share, 105% of the Average Closing Price; and
- in the case of an Off-Market Acquisition of a Share, 120% of the Average Closing Price,

where:

"Average Closing Price" is the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, preceding the day of the Market Acquisition or, as the case may be, the day of the making of the offer pursuant to an Off-Market Acquisition, and deemed to be adjusted for any corporate action that occurs during the relevant five market days period and the day on which the purchases are made;

"day of the making of the offer" means the day on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Acquisition; and

"market day" means a day on which the SGX-ST is open for trading in securities; and

- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note 4]

[Resolution 7]

9A. Proposed Extension of the AMOS Employee Share Option Scheme

That the share option scheme to be known as the AMOS Employee Share Option Scheme (the "AMOS ESOS"), the details and rules of which have been set out in the Appendix, be and is hereby approved and adopted substantially in the form set out in the rules of the AMOS ESOS, and the Directors of the Company be and are hereby authorized:

- to establish and administer the AMOS ESOS;
- to modify and/or amend the AMOS ESOS from time to time provided that such modification and/or amendment is effected in accordance with the rules of the AMOS ESOS and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the AMOS ESOS;
- to offer and grant options ("Options") in accordance with the rules of the AMOS ESOS (as may be modified from time to time) and to allot and issue and/or transfer from time to time such number of shares in the capital of the Company ("Shares") as may be required to be issued and/or transferred pursuant to the exercise of Options, provided that the total number of Shares over which new Options may be granted on any date, when added to (a) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury shares) delivered and/or to be delivered pursuant to Options already granted under the AMOS ESOS, and (b) the total number of Shares issued and issuable and/or transferred or transferable in respect of all options or awards granted under any other share schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
- to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorized by this resolution.

[See Explanatory Note 5]

[Resolution 8]

9B. Proposed Grant of Authority to Offer and Grant Options at a Discount under the AMOS ESOS

That subject to and contingent upon the passing of Ordinary Resolution 8:

- the Directors of the Company be and are hereby authorized to offer and grant Options in accordance with the rules of the AMOS ESOS with exercise prices set at a discount to the Market Price (as defined in the Appendix); and
- the maximum discount that may be given under the AMOS ESOS be up to 20% of the Market Price (as defined in the Appendix) for the Shares at the time of the grant of the Option.

[See Explanatory Note 6]

[Resolution 9]

By Order of the Board

Maureen Low
Company Secretary
13 July 2022
Singapore

Explanatory Notes:

- Mr David Wood Hudson, if re-elected, will remain as the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. Mr David Wood Hudson will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Mr David Wood Hudson is set out on page 12 of the Company's Annual Report.
- Ms Edwina Cheung Pui Yin, if re-elected, will remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee. Ms Edwina Cheung Pui Yin will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Ms Edwina Cheung Pui Yin is set out on page 11 of the Company's Annual Report.
- The ordinary resolution 6 in item 7 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or such authority is revoked or varied by the Company in general meeting, whichever is earlier, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments up to an aggregate number not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which the aggregate number issued other than on a pro rata basis to all existing 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 more particularly set out in the resolution.
- The ordinary resolution 7 in item 8 above, if passed, will empower the Directors, from the date of the above Annual General Meeting to purchase or other acquire Shares by way of Market Acquisition or Off-Market Acquisition, provided that the aggregate number of Shares to be purchased or acquired under the Share Buy Back Mandate does not exceed the Prescribed Limit, and at such price(s) as may be determined by the Directors of the Company from time to time up to but not exceeding the Maximum Price. The information relating to this resolution is set out in the Appendix enclosed together with the Annual Report.
- The ordinary resolution 8 in item 9A above, if passed, the AMOS ESOS shall continue to be in force at the discretion of the Committee, subject to a maximum period of twenty (20) years, commencing on the date on which the AMOS ESOS is adopted by Shareholder and will empower the Directors, from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or such authority is revoked or varied by the Company in general meeting, whichever is earlier, to offer and grant options and to issue Shares in the capital of the Company pursuant to the AMOS ESOS, provided that the aggregate number of Shares to be issued under the AMOS ESOS shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company for the time being. The information relating to this resolution is set out in the Appendix enclosed together with the Annual Report.
- The ordinary resolution 9 in item 9B above, if passed, will empower the Directors to offer and grant Options at a discount of up to 20% to Market Price under the AMOS ESOS. The information relating to this resolution is set out in the Appendix enclosed together with the Annual Report.

Notes:

- The AGM 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.
 - As a precautionary measure and to minimize physical interactions and COVID-19 transmission risks, Members will not be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
 - Members will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers. In order to do so, Members must preregister at the Company's pre-registration website at the URL <https://complete-corp.com/amosgroup-agm/> from now till 25 July 2022, 10.00 a.m., to enable the verification of Members' status.
- Following the verification, authenticated Members will receive an email, which will contain unique user ID and password details as well as instructions on how to access the live audio-visual webcast of the AGM proceedings, by 27 July 2022, 12 noon. Members who do not receive an email by 27 July 2022, 12 noon, but have registered by the 25 July 2022 deadline should contact the Company's Polling Agent, Complete Corporate Services Pte. Ltd. at +65 6329 2745 or via email to amosgroup-agm@complete-corp.com.
- Members may also submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM. In order to do so, their questions must be submitted in the following manner by 20 July 2022, 5.00 p.m.:
 - if submitted electronically, be submitted:
 - via the Company's pre-registration website at the URL <https://complete-corp.com/amosgroup-agm/>; or
 - via email to the Company's Polling Agent, Complete Corporate Services Pte. Ltd., at amosgroup-agm@complete-corp.com; or
 - if submitted by post, be deposited at the office of the Company, at 156 Gul Circle, Singapore 629613.

Members who submit questions via email or by post to the Company must provide the following information:

- the Member's full name;
- NRIC/Passport number/Company Registration No. (last 4 digits);
- the Member's address; and
- the manner in which the Member holds Shares in the Company (e.g., via CDP, scrip, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM prior to or during the AGM. The Company will publish the responses to the substantial and relevant questions together with the AGM Results on SGXNET. The minutes will also include the responses to the substantial and relevant questions which are addressed during the AGM.

Members will not be able to ask questions at the AGM live during the webcast, and therefore it is important for Members who wish to ask questions to submit their questions in advance of the AGM.

- If a Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.

In appointing the Chairman of the AGM as proxy, a Member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

- The Proxy Form must be submitted to in the following manner:

- if submitted by post, be lodged at the registered office of the Company at 156 Gul Circle, Singapore 629613; or
- if submitted electronically, be submitted via email to amosgroup-agm@complete-corp.com.

in either case, by 25 July 2022, 10.00 a.m., being 72 hours before the time fixed for the AGM.

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

In view of the Covid-19 restriction orders in Singapore and the related safe distancing measures 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.

- Members who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through live audio-visual webcast; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 18 July 2022, 5.00 p.m., being 7 working days before the date of the AGM.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act:

- a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
- a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.

- The Chairman of the AGM, as proxy, need not be a Member of the Company.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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.