

NOTICE OF ANNUAL GENERAL MEETING

*This Notice has been made available on SGXNet and the Company's website and may be accessed at the URL <https://conveneagm.sg/SAL2023AGM>. A printed copy of this Notice, proxy form and the Annual Report will **NOT** be despatched to the Shareholders.*

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**AGM**") of SEVENS ATELIER LIMITED (the "**Company**") will be held by way of electronic means on Friday, 28 April 2023 at 3:00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2022 together with the Independent Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Hong Eng Leong, Jeffrey, who is retiring pursuant to Regulation 105 of the Constitution of the Company, as director of the Company. **(Resolution 2)**
(See Explanatory Note (i))
3. To re-elect Mr Tan Yew Heng, Terrence, who is retiring pursuant to Regulation 105 of the Constitution of the Company, as director of the Company. **(Resolution 3)**
(See Explanatory Note (ii))
4. To re-elect Mr Lo Kim Seng, who is retiring pursuant to Regulation 105 of the Constitution of the Company, as director of the Company. **(Resolution 4)**
(See Explanatory Note (iii))
5. To re-elect Mr Lawrence Chen Tse Chau, who is retiring pursuant to Regulation 101 of the Constitution of the Company, as director of the Company. **(Resolution 5)**
(See Explanatory Note (iv))
6. To approve Directors' fees of S\$115,000 for the financial year ending 31 December 2023. (FY2022: S\$115,000). **(Resolution 6)**
7. To transact any other ordinary business which may be properly transacted at an AGM.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

8. Authority for Directors to allot and issue shares and convertible securities **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore, and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”) and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company (the “**Directors**”) to:

- (a) (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, “**instruments**”) that may 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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (i) 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 one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company with registered addresses in Singapore (including shares to be issued in pursuance of instruments made or granted to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);

NOTICE OF ANNUAL GENERAL MEETING

- (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution, after adjusting for:
- (1) new shares arising from the conversion or exercise of any convertible securities;
 - (2) (where applicable) new shares arising from exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (3) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (b)(ii)(1) or (b)(ii)(2) 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 this Resolution is passed;

- (iii) 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) and the Constitution for the time being of the Company; and
- (iv) 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 (v))

BY ORDER OF THE BOARD

Hong Eng Leong, Jeffrey
Chief Executive Officer and Executive Director

13 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr Hong Eng Leong, Jeffrey will, upon re-election as Director of the Company, remain as the Chief Executive Officer and Executive Director of the Company.
- (ii) Mr Tan Yew Heng, Terrence will, upon re-election, remain as the Chairman of the Remuneration Committee and a member of the Nominating Committee and the Audit Committee. Mr Tan is considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Tan and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. The detailed information of Mr Tan can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2022.
- (iii) Mr Lo Kim Seng will, upon re-election, remain as the Chairman of the Nominating Committee and a member of the Remuneration Committee and the Audit Committee. Mr Lo is considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Lo and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. The detailed information of Mr Lo can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2022.
- (iv) Mr Lawrence Chen Tse Chau will, upon re-election, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee. Mr Chen is considered independent for the purpose of Rule 704(7) of Catalist Rules. There are no relationships (including immediate family relationships) between Mr Chen and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. The detailed information of Mr Chen can be found under "Board of Directors" and "Corporate Governance Statement" in the Company's Annual Report 2022.
- (v) The Ordinary Resolution 7 in item 8 above, if passed, is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to this Resolution 7 (including shares to be issued in pursuance of instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, with a sub-limit of fifty per cent. (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution 7, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution 7, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. Conduct of the AGM

The AGM will be held by way of 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 and Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation titled "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period". Members will not be able to attend the AGM in person.

Alternative arrangements have been put in place to allow shareholders to participate at the AGM by:

- (a) communicating, voting and observing the proceedings of the AGM via a "live" webcast ("**LIVE WEBCAST**") or listening to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**");
- (b) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;
- (c) submitting text-based questions during the LIVE WEBCAST of the AGM;
- (d) appointing a proxy or proxies to attend, communicate and vote on their behalf at the AGM; and
- (e) participating in the live voting during the LIVE WEBCAST of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

2. Registration for the AGM

Members of the Company or where applicable, their appointed proxy(ies) who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 3.00 p.m. on 25 April 2023 ("**Registration Deadline**"), at the URL <https://conveneagm.sg/SAL2023AGM> for the Company to authenticate his/her/its status as member.

Following successful authentication of his/her/its status as members of the Company, authenticated members of the Company will receive an email ("**Confirmation Email**") and can access the LIVE WEBCAST and AUDIO ONLY MEANS via logging in to the pre-registration website using their login credentials created during pre-registration to observe the proceedings of the AGM, by 12.00 p.m. on 27 April 2023. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by 12.00 p.m. on 27 April 2023 may contact the Company for assistance at (65) 6856 7330 or email support@conveneagm.com.

3. Submission of Questions

Members of the Company or, where applicable, their appointed proxy(ies) who have registered and have been authenticated as members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the AGM by submitting text-based questions by clicking the "Ask a Question" feature and then clicking "Type your Question" to input queries in the questions text box. The Company will endeavour to respond to such substantial and relevant queries during the AGM as far as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions. Consequently, not all questions may be individually addressed.

Members of the Company are also encouraged to submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. To do so, all questions must be submitted by **11.59 p.m. on 20 April 2023**, by post to the Company's office at 60 Paya Lebar Road, #10-14, Paya Lebar Square, Singapore 409051, attention to SAL AGM, or by email to agmteam@sevensatelier.com, or via the online process through the pre-registration website which is accessible at the URL <https://conveneagm.sg/SAL2023AGM>. After the cut-off time for the submission of questions, any subsequent clarifications sought or follow-up questions will be addressed at the AGM.

Members of the Company will need to identify themselves when posing questions via email or by post by providing the following details:

- the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- the member's NRIC/Passport/UEN number;
- the member's contact number and email address; and
- the manner in which the Member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM by publishing the responses to such questions on SGXNet and the Company's website at <https://sevensatelier.com>, by 3.00 p.m. on 23 April 2023 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms).

The Company will publish the minutes of the AGM on SGXNet and the Company's website within one (1) month after the date of AGM. The minutes of the AGM will include the responses to substantial and relevant questions received from members which are addressed during the AGM.

4. Voting

A member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may cast his/her/its votes remotely in real time via the LIVE WEBCAST.

As an alternative to the aforesaid real-time electronic voting, members may appoint a proxy or proxies to vote on his/her/its behalf at the AGM. The proxy or proxies may cast his/her/its votes remotely in real time via the LIVE WEBCAST.

A member of the Company entitled to attend and vote at the AGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967 of Singapore) is entitled to appoint no more than two (2) proxies to attend and vote in his/her/its stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

NOTICE OF ANNUAL GENERAL MEETING

A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Members of the Company may also vote at the AGM by appointing the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form. In absence of the specific directions, the Chairman will vote at his discretion.

In addition, CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company:

- a) may pre-cast their votes via the URL in the Confirmation Email or vote live via electronic means at the AGM, if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or
- b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than **3.00 p.m. on 19 April 2023** (being seven (7) working days before the AGM).

The proxy form for the AGM is made available with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day and can be accessed at the Company's website at the URL <https://sevensatelier.com>.

5. A proxy need not be a member of the Company.
6. The instrument appointing proxy/proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be:
 - (a) if sent by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, attention to SAL AGM; or
 - (b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,
 - (c) if by pre-registration website, be submitted at the URL <https://conveneagm.sg/SAL2023AGM>.

in either case, by no later than **3.00 p.m. on 25 April 2023**, being seventy-two (72) hours before the time appointed for holding this AGM, failing which the Company shall be entitled to regard the instrument of proxy as invalid.

Members of the Company are encouraged to submit completed proxy forms electronically via email or pre-registration website at URL <https://conveneagm.sg/SAL2023AGM>

7. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid. Where this proxy form is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this proxy form, failing which the instrument of proxy may be treated as invalid.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).

NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the AGM or raising any questions during the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy 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);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before or during the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (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 by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.