
NOTICE OF SCHEME MEETING

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

HC/OA 806/2025

In the Matter of Section 210 of the
Companies Act 1967

And

In the Matter of
Grand Venture Technology Limited
(Company UEN No. 201222831E)

SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act 1967

Between

Grand Venture Technology Limited

And

Shareholders (as defined herein)

And

Aalberts Advanced Mechatronics B.V.

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GRAND VENTURE TECHNOLOGY LIMITED

(Company Registration No. 201222831E)
(Incorporated in the Republic of Singapore)

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court dated 12 August 2025 made in the above matter, the High Court of the Republic of Singapore has directed a meeting (the “**Scheme Meeting**”) of the shareholders (the “**Shareholders**”) of Grand Venture Technology Limited (the “**Company**”) to be convened and such Scheme Meeting shall be held, solely by physical attendance, in Singapore at 2 Changi North Street 1, Singapore 498828 on 17 September 2025 at 2.30 p.m. and at any adjournment thereof, details of which are set out in the Scheme Document and in the announcements that may be made by the Company from time to time on SGXNet, for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

RESOLUTION

RESOLVED THAT:

- (a) the scheme of arrangement dated 2 September 2025 (the “**Scheme**”) proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (i) the Company; (ii) the Shareholders; and (iii) Aalberts Advanced Mechatronics B.V., a copy of which has been circulated with this Notice convening this Scheme Meeting, be and is hereby approved; and
- (b) the Directors of the Company 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 of Scheme Meeting shall mean the Company's Scheme Document to the Shareholders dated 2 September 2025. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Scheme Document.

By the said Order of Court, Mr. Pong Chen Yih, or failing him, any director of the Company, shall be appointed to act as Chairman of the Scheme Meeting and to report the results of the Scheme Meeting to the Court.

The said Scheme will be subject to, among others, the subsequent approval of the Court.

Important Notice from the Company

The Scheme Meeting will be convened and held in a wholly physical format at 2 Changi North Street 1, Singapore 498828 on 17 September 2025 at 2.30 p.m.. **There will be no option for Shareholders to participate virtually.**

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 1967 of Singapore are incorporated in the Scheme Document of which this Notice forms part.

Electronic copies of the Scheme Document (together with this Notice, the Proxy Form and the Request Form) has been made available for download or online viewing on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://gvt.com.sg/news/>. A Shareholder will need an internet browser and PDF reader to view the electronic copy of these documents. **A printed copy of the Scheme Document will NOT be despatched to Shareholders (unless requested for).** Instead, only printed copies of this Notice of Scheme Meeting, the Proxy Form and the Request Form will be despatched to Shareholders.

Shareholders (including overseas Shareholders) may obtain printed copies of the Scheme Document by submitting the duly completed Request Form in the following manner: (a) if submitted personally or by post, to the office of the Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or (b) if submitted electronically, via email to the Share Registrar at sg.is.proxy@vistra.com, in each case, to be received by no later than 5.00 p.m. on 10 September 2025. Printed copies of the Scheme Document will be sent to the address in Singapore specified by the Shareholder by ordinary post at his/her/its own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

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Notes:

- (1) The Scheme Meeting will be convened and held solely by physical attendance which will provide shareholders the opportunity to participate fully at the meeting.
- (2) This Notice of Scheme Meeting dated 2 September 2025 and the accompanying Proxy Form will be sent by post to members. At the same time, these documents have been made available on SGXNet at <https://sgx.com/securities/company-announcements> and the Company's website at www.gvt.com.sg.
- (3) A Shareholder who has Shares entered against his/her/its name in (a) the Register of Members; or (b) the Depository Register as at the cut-off time being 72 hours prior to the time of the Scheme Meeting, as the case may be (being the time at which the name of the Shareholder must appear in the Register of Members or the Depository Register, in order for him/her/it to be considered to have Shares entered against his/her/its name in the said registers), shall be entitled to participate in the Scheme Meeting. If the Shareholder is a Depositor, the Company shall be entitled and bound: (i) to reject any Proxy Form submitted if the Depositor is not shown to have any Shares entered against his name in the Depository Register as at 72 hours before the time of the Scheme Meeting as certified by the Depository to the Company; and (ii) to accept as the maximum number of votes which in aggregate the proxy appointed by the Depositor is or are able to cast on a poll a number which is the number of Shares entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the Scheme Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any Proxy Form executed by or on behalf of that Depositor.
- (4) All Proxy Forms for the Scheme Meeting must be downloaded, completed, signed and submitted by 2.30 p.m. on 14 September 2025, being 72 hours before the time appointed for holding the Scheme Meeting, in the following manner:
 - (a) if submitted personally or by post, to the office of the Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or
 - (b) if submitted electronically, via email to the Share Registrar at sg.is.proxy@vistra.com.

failing which, the Proxy Form will not be treated as valid.

Where a Shareholder (whether individual or corporate) appoints a proxy, he/she/it may give specific instructions as to voting, or abstention from voting, in respect of the resolution in the Proxy Form. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her/its discretion.

The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly completed, or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the Proxy Form.

- (5) Shareholders may also submit questions related to the Scheme to be tabled for approval at the Scheme Meeting to the Chairman of the Scheme Meeting in advance of the Scheme Meeting. In order to do so, their questions must be submitted in the following manner:
 - (a) if submitted personally or by post, to the registered office of the Company at 2 Changi North Street 1, Singapore 498828; or
 - (b) if submitted electronically, via email to scheme@gvt.com.sg.

All questions sent by any of the above means, must reach the Company no later than 5.00 p.m. on 9 September 2025.

Shareholders who submit questions via post or email must provide the following information:

- (a) the Shareholder's full name;
- (b) the Shareholder's address; and
- (c) the manner in which the Shareholder holds Shares (e.g., via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions received in advance of the Scheme Meeting from the Shareholders, by 12 September 2025 or during the Scheme Meeting and the Company's responses will be posted on SGXNet and the Company's website. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions at the Scheme Meeting.

Alternatively, Shareholders and proxies will be able to ask questions during the Scheme Meeting.

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

- (6) In the case of joint holders of Shares, any one (1) of such persons may vote, but if more than one (1) of such persons are present at the Scheme Meeting, the person whose name stands first in the Register of Members or, as the case may be, the Depository Register shall alone be entitled to vote.
- (7) A Shareholder (other than a Shareholder who is a Relevant Intermediary (as defined below)) may only cast all the votes it uses at the Scheme Meeting in **one (1) way**.

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- (8) A Shareholder voting by proxy shall be included in the count of Shareholders present and voting at the Scheme Meeting as if that Shareholder was voting in person.
- (9) Pursuant to the Order of Court, Mr. Pong Chen Yih, or failing him, any director of the Company present at the Scheme Meeting, shall be appointed to act as Chairman of the Scheme Meeting, and the Chairman of the Scheme Meeting shall report the results of the Scheme Meeting to the Court as soon as practicable after the conclusion of the Scheme Meeting.
- (10) The said Scheme will be subject to, among others, the subsequent approval of the Court.
- (11) Persons (including CPFIS Investors and SRS Investors) who hold Shares through Relevant Intermediaries who wish to vote at the Scheme Meeting should not use the Proxy Form A (Scheme Meeting) and should instead approach their respective Relevant Intermediaries as soon as possible by 2.30 p.m. on 8 September 2025 (being seven (7) Business Days before the date of the Scheme Meeting), to specify voting instructions and/or for further information.

A “**Relevant Intermediary**” means:

- (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;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 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 the Central Provident Fund Act 1953 providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (12) The Chairman of the Scheme Meeting, as proxy, need not be a member of the Company.
 - (13) A Shareholder entitled to attend and vote at the Scheme Meeting and who is not a Relevant Intermediary:
 - (a) is entitled to appoint only one (1) proxy to attend and vote at the Scheme Meeting; and
 - (b) may only cast all the votes it uses at the Scheme Meeting (whether in person or by proxy) in one (1) way, and may only:
 - (i) cast all its votes “**for**” the Scheme;
 - (ii) cast all its votes “**against**” the Scheme; or
 - (iii) abstain from voting.

Where a Shareholder which is not a Relevant Intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.

- (14) In relation to a Shareholder who is a Relevant Intermediary:
 - (a) subject to paragraph (14)(b) below, a 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 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 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 Shareholder (which number and class of shares must 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 (14)(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.
- (15) For purposes of satisfying the conditions under Section 210(3AB) of the Companies Act 1967 of Singapore, unless the Court orders otherwise:
 - (a) each proxy appointed in accordance with paragraph (13) and who casts vote in respect of its Shares for or against the Scheme shall be treated as:
 - (i) casting one (1) vote in number for the purposes of Section 210(3AB)(a) of the Companies Act; and
 - (ii) the value represented by the proxy for the purposes of Section 210(3AB)(b) of the Companies Act shall be the number of Shares in relation to which voting rights are being exercised by the proxy.

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Where a person has been appointed in accordance with paragraph (13) as the proxy of more than one (1) Shareholder to vote at the Scheme Meeting, the votes of such person shall be counted as separate votes attributable to each appointing Shareholder for the purposes of Sections 210(3AB)(a) and 210(3AB)(b) of the Companies Act, provided that such proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified);

- (b) each proxy appointed in accordance with paragraph (14)(b) and who casts a vote in respect of its Shares for or against the Scheme shall be treated as:
 - (i) casting one (1) vote for the purposes of Section 210(3AB)(a) of the Companies Act; and
 - (ii) the value represented by the proxy for the purposes of Section 210(3AB)(b) of the Companies Act shall be the number of Shares in relation to which voting rights are being exercised by the proxy.

Where a person has been appointed in accordance with paragraph (14)(b) as the proxy of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing sub-account holder for the purposes of Sections 210(3AB)(a) and 210(3AB)(b) of the Companies Act, provided that such proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified);

- (c) where a 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:
 - (i) casting one (1) vote in number for the purposes of Section 210(3AB)(a) of the Companies Act in respect of each sub-account holder on whose behalf the Shareholder which is a Relevant Intermediary casts the voting rights attached to the Shares; and
 - (ii) the value represented by the Relevant Intermediary for the purposes of Section 210(3AB)(b) of the Companies Act shall be the number of Shares in relation to which voting rights “for” and/or “against” the Scheme are being exercised by the Relevant Intermediary,

provided that the Shareholder which is a Relevant Intermediary shall submit to the Share Registrar, to be received by no later than 2.30 p.m. on 14 September 2025, either:

- (A) if submitted personally or by post, to the office of the Share Registrar at 9 Raffles Place, Republic Plaza, Tower 1, #26-01, Singapore 048619; or
- (B) if submitted electronically, via email to the Share Registrar at sg.is.proxy@vistra.com,

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 Shareholder who is a Relevant Intermediary casts votes both for and against the Scheme otherwise than in accordance with paragraph (14)(b) above and without submitting to the Share Registrar the information required under paragraph (15)(c) above, without prejudice to the treatment of any proxies appointed in accordance with paragraph (14) (b) above:
 - (i) the Relevant Intermediary shall be treated 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 Relevant Intermediary shall be treated as casting one (1) vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme;
 - (iii) the Relevant Intermediary shall be treated 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; and
 - (iv) with respect to each of the scenarios set out in sub-paragraphs (d)(i), (d)(ii), (d)(iii) above, the value represented by such vote(s) casted by Relevant Intermediary shall be the number of Shares in relation to which voting rights “for” and/or “against” the Scheme are being exercised for the purposes of satisfying Section 210(3AB)(b) of the Companies Act.
- (16) CPF agent banks and/or SRS agent banks acting on the request of the CPFIS Investors and/or SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/ Passport numbers, addresses and number of Shares held. The list, signed by an authorised signatory of the respective CPF or SRS agent bank, should be submitted to the Share Registrar, Tricor Barbinder Share Registration Services, through any one (1) of the following manners: (a) if submitted personally or by post, to the office of the Share Registrar at 9 Raffles Place, Republic Plaza, Tower 1, #26-01, Singapore 048619; or (b) if submitted electronically, via email to the Share Registrar at sg.is.proxy@vistra.com, in each case, not less than 72 hours before the time appointed for holding the Scheme Meeting.
- (17) Please see the Scheme Document and the Notes to the Proxy Form for more information.

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PERSONAL DATA PRIVACY

By either (a) attending the Scheme Meeting, (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, or (c) submitting any question in advance of, or at, the Scheme Meeting a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxies and representatives for the Scheme Meeting (including any adjournment thereof), the addressing of questions received from Shareholders in advance of or at the Scheme Meeting and, if necessary, the following up with the relevant Shareholders in relation to such questions, the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, (iv) agrees that the Shareholder will indemnify the Company (or its agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty, and (v) agrees and consents to such photographic, sound and/or video recordings of the Scheme Meeting as may be made by the Company (or its 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 Shareholder (such as his/her name, his/her presence at the Scheme Meeting and any questions he/she may raise or motions he/she may propose/second) may be recorded by the Company (or its agents or service providers) for such purpose.

Dated this 2 September 2025

Morgan Lewis Stamford LLC
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Singapore 049315

Solicitors for
Grand Venture Technology Limited