

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Adventus Holdings Limited (the “**Company**”) will be held at No. 60 Benoi Road, #03-02, Singapore 629906 on Monday, 29 April 2024 at 2.30 p.m. (Singapore time) for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2023 and the Directors’ Statement and Independent Auditor’s Report thereon. **[Resolution 1]**

2. To note the retirement of Mr Loh Eu Tse Derek as a Director of the Company.

Upon the retirement of Mr Loh Eu Tse Derek, he will be relinquishing his position as Non-Executive Independent Director, Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees.

3. To re-elect Mr Wong Loke Tan, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 2]**

Mr Wong Loke Tan will, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and the member of the Audit and Nominating Committees. Mr Wong Loke Tan is considered independent for the purpose of Rule 704(7) of the Listing Manual, Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”).
(See Explanatory Note 1)

4. To re-elect Mr Chin Rui Xiang, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 3]**

Mr Chin Rui Xiang will, upon re-election as Director of the Company, remain as the Executive Director of the Company. (See Explanatory Note 2)

5. To re-elect Mr Kwok Chi Biu, who is retiring pursuant to Articles 96 of the Constitution of the Company. **[Resolution 4]**

Mr Kwok Chi Biu will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and the member of the Remuneration and Nominating Committees. Mr Kwok Chi Biu is considered independent for the purpose of Rule 704(7) of the Catalist Rules.
(See Explanatory Note 3)

6. To approve Directors’ fees of S\$125,000 for the financial year ending 31 December 2024 and the payment thereof on a quarterly basis (S\$125,000 for the financial year ended 31 December 2023). **[Resolution 5]**

7. To re-appoint CLA Global TS Public Accounting Corporation as auditor of the Company and to authorise the Directors to fix its remuneration. **[Resolution 6]**

8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

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SPECIAL BUSINESS

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

9. Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to (a) issue and allot new ordinary shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); (b) make or grant offers, agreements or options (collectively, the "**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; or (c) 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 while this Resolution was in force, provided always that:

- (i) the aggregate number of Shares (including Shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Catalist Rules), for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) and Instruments that may be issued under sub-paragraph (i) above, the percentage Shares that may be issued shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time this Resolution is passed, after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities
 - (b) new Shares arising from the exercising of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed provided that such share options or share awards (as the case may be) were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (iii) in exercising such authority, 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, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or by 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 4)

[Resolution 7]

10. Authority to offer and grant options and to allot and issue shares under the Adventus Employee Share Option Scheme

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorised to

- (a) offer and grant options in accordance with the provisions of the Adventus Employee Share Option Scheme (the "**Scheme**") and

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- (b) to allot and issue such Shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme,

provided always that the aggregate number of Shares over which options may be granted on any date under the Scheme, when added to the number of Shares issued and issuable and/or transferred in respect of (i) all options granted under the Scheme; and (ii) all Shares issued and issuable and/or transferred or transferable in respect of all options or awards granted under any share option scheme or share schemes of the Company then in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time.

(See Explanatory Note 5)

[Resolution 8]

By Order of the Board

Lee Bee Fong
Company Secretary
12 April 2024
Singapore

EXPLANATORY NOTES:

1. The detailed information pursuant to Rule 720(5) of the Catalist Rules on Mr Wong Loke Tan can be found under the section titled "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.
2. The detailed information pursuant to Rule 720(5) of the Catalist Rules on Mr Chin Rui Xiang can be found under the section titled "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.
3. The detailed information pursuant to Rule 720(5) of the Catalist Rules on Mr Kwok Chi Bui can be found under the section titled "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.
4. **Resolution 7**, if passed, will empower the Directors of the Company (from the date of this Meeting until the date 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) to allot and issue Shares and convertible securities in the Company up to an amount not exceeding 100% of the total number of issued Share (excluding treasury shares and subsidiary holdings, if any) of the Company at the time of passing this Resolution, holdings), of which the total number of Shares issued other than on a pro rata basis to existing shareholders of the Company, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.
5. **Resolution 8**, if passed, will empower the Directors (from the date of this Meeting until the date 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), to offer and grant options and to allot and issue Shares pursuant to the exercise of options granted under the Scheme. The maximum number of new Shares to be issued under the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time. Any shares issued pursuant to this authority will not form part of the mandate sought under **Resolution 7**.

Important Notes:

1. **Participation**

The members of the Company are invited to attend the AGM physically in person. There will be no option for members to participate at the AGM virtually. The Notice of AGM, the Company's Annual Report 2023 and Proxy Form will be sent to members by post. These documents will also be made available via publication on the Company's corporate website <https://www.adventusholdings.com/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

The Ordinary Resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.

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A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, 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, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not be a member of the Company. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.

2. **Submission of Questions**

A member who wishes to ask questions in advance of the AGM related to the resolutions to be tabled for approval at the AGM, must submit their questions by **2.30 p.m. on 22 April 2024** via email to info@adventusholdings.com. When sending in your questions, provide your full name, address, contact details and the manner in which you hold shares in the Company (eg via CDP, CPF or SRS).

The Company will endeavor to address all substantial and relevant questions received from members in advance of the AGM and publish its responses via SGXNet and on the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/> **no later than 2.30 p.m. on 25 April 2024**.

The Company will endeavour to, within one (1) month after the date of the AGM, publish the minutes on SGXNet and the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>.

3. **Submission of Proxy Form:**

The instrument appointing a proxy(ies) must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

- (a) if in hard copy by post, be lodged at the registered office of the Company, at 52 Telok Blangah Road, #03-06 Telok Blangah House, Singapore 098829; or
- (b) if by email, be received by info@adventusholdings.com.

in either case, no later than **2.30 p.m. on 27 April 2024**.

Members are strongly encouraged to submit completed Proxy Forms via email to the email address provided above.

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **5.00 p.m. on 18 April 2024** (ie not less than 7 working days before the AGM) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **2.30 p.m. on 27 April 2024**.

The Company shall be entitled to reject the instrument appointing a proxy(ies) 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(ies) (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing a proxy(ies)).

In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing a proxy(ies) lodged if such member is not shown to have Shares entered against his/her/ its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to 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 or service providers) of proxy forms appointing a proxy(ies) and/or representative(s) 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) addressing relevant and substantial questions from members of the Company received before the AGM and if necessary, following up with the relevant members of the Company in relation to such questions; and
- (iii) 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.