

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### 9R LIMITED

(Company Registration No. 199307300M)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 14 December 2023 issued by 9R Limited (“Circular”).*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of 9R Limited (“Company”) will be held at RNN Conference Center, 137 Cecil Street, Cecil Building #04-01, Singapore 069537 on 5 January 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

***Note on inter-conditionality of resolutions:*** Shareholders should note that Ordinary Resolution 1 (in respect of the Proposed Acquisition as a major transaction) and Ordinary Resolution 2 (in respect of the Proposed Allotment) are conditional on each other. This means that if either Ordinary Resolution 1 or Ordinary Resolution 2 is not approved, neither Ordinary Resolutions 1 or 2 will be passed. Special Resolution 3 (in respect of the Proposed Adoption of the New Constitution) is not conditional on the passing of Resolutions 1 and 2.

#### **ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION AS A MAJOR TRANSACTION**

**RESOLVED THAT**, subject to and contingent upon the passing of Resolution 2:

- (a) For the purposes of Chapter 10 of the Catalist Rules, approval be and is hereby given for the acquisition by 9R Leisure Sdn Bhd, a wholly-owned subsidiary of the Company, as purchaser, of 100.0% of the shareholding interests in the Target Companies from Body Power, as vendor, subject to and otherwise in accordance with the terms and conditions of the SPA.
- (b) The Directors and each and any of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation finalising, approving and executing all such documents as may be required) as they and/or he may in their absolute discretion consider necessary, desirable or expedient in order to implement, complete or give effect to all matters and transactions as contemplated in this resolution.

#### **ORDINARY RESOLUTION 2 – THE PROPOSED ALLOTMENT**

**RESOLVED THAT**, subject to and contingent upon the passing of Resolutions 1:

- (a) Pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 805(1) of the Catalist Rules, approval be and is hereby given for the proposed allotment and issue of up to 100,170,000 new 9R Shares at an issue price of S\$0.06 for each 9R Share to Body Power or a related entity of Body Power subject to and otherwise in accordance with the terms and conditions of the SPA.

- (b) The Directors and each and any of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation finalising, approving and executing all such documents as may be required) as they and/or he may in their absolute discretion consider necessary, desirable or expedient in order to implement, complete or give effect to all matters and transactions as contemplated in this resolution.

**SPECIAL RESOLUTION 3 – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

**RESOLVED THAT,**

- (a) The proposed adoption of the new constitution of the Company in the manner and to the extent set out in the Circular to the Shareholders of the Company dated 14 December 2023 be and is hereby approved; and
- (b) The Directors and/or any of them be and are/is hereby authorized to complete and do all such acts and things (including executing such documents as may be required, approving and making any subsequent amendment, alteration, or modification to the Constitution to comply with the requirements of the Companies Act, and sign and file and/or submit any notices, forms, and documents with or to the relevant authorities) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.

BY ORDER OF THE BOARD

Lai Kuan Loong, Victor  
Company Secretary

14 December 2023  
Singapore

**Notes:**

1. The Company's EGM will be held, in a wholly physical format, at RNN Conference Center, 137 Cecil Street, Cecil Building #04-01, Singapore 069537 on 5 January 2024 at 10:30 a.m.. **There will be no option for members to participate virtually.**
2. The Circular, Notice of EGM and the accompanying proxy form will be published on SGXNET at <https://www.sgx.com/sgxnet/> and at the Company's corporate website at <https://www.9rlimited.com/egm2024/>. Printed copies of this Notice of EGM, the accompanying Proxy Form and this Circular will be sent to members by post.
3. A member (whether individual or corporate) may vote at the EGM or may appoint a proxy, including the Chairman of the EGM, to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. Only members of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the EGM.

**Appointment of proxies**

4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her/their shareholding and the second named proxy shall be deemed to be an alternate to the first named.
5. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies but each proxy must be appointed to exercise the rights attached to a different share or shares held by such members. Where such member's Proxy Form 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.
6. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
7. A proxy, including the Chairman of the EGM, need not be a member of the Company.
8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) If submitted electronically, be submitted via email to [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com); or
  - (b) If submitted by post, to be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902,

in each case, no later than 10:30 a.m. on 3 January 2024 (being not less than forty-eight (48) hours before the time fixed for the EGM). Members are strongly encouraged to submit completed Proxy Forms electronically via email.

9. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or by 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 seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
10. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions, failing which, the appointment of proxy for the resolutions will be treated as invalid. In addition, if no specific direction as to voting is given, the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the EGM or at any adjournment thereof.
11. The Company shall be entitled to reject an 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). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

**Voting by investors holding shares through relevant intermediaries (including CPF/SRS investors)**

12. Investors holding shares through relevant intermediaries (including CPF/SRS investors) should not make use of the Proxy Form. CPF/SRS investors who wish to attend the EGM or exercise their votes should approach their CPF Agent Bank or SRS Operators (as the case may be) to submit their votes at least seven (7) working days before the EGM.

**Submission of questions**

13. Members or their appointed proxy(ies) (including CPF and SRS investors) may pre-submit questions relating to the resolutions to be tabled for approval at the EGM by (a) email to [egm.question@9rlimited.com](mailto:egm.question@9rlimited.com); or (b) submitting by post to the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, by 10:30 a.m. on 22 December 2023.

14. Members who pre-submit questions via email or by post to the Company must provide (a) full name; (b) identification number (i.e. NRIC/Passport/Company Registration Number); (c) contact number and email address; and (d) the number and manner in which the member holds shares in the Company (e.g. via CDP, CPF or SRS). Questions submitted by members whose identification details are lacking will not be entertained.
15. For questions submitted in advance of the EGM, the Company will provide responses to all substantial and relevant questions by publication on the SGXNET and the Company's website by 10:30 a.m. on 1 January 2024, to facilitate members' votes and to allow members to make an informed decision on the resolutions to be tabled at the EGM. Questions received after 10:30 a.m. on 22 December 2023 will be addressed at the EGM.

**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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the EGM) may be recorded by the Company for such purpose.

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*This notice has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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 Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.*