

ENVICTUS INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200313131Z)
("the Company")

MINUTES OF ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS (VIA LIVE WEBCAST AND LIVE AUDIO STREAM) ON MONDAY, 30 JANUARY 2023 AT 11.00 A.M.

PRESENT

DIRECTORS

Dato' Jaya J B Tan	-	Executive Chairman
Datuk Dr Sam Goi Seng Hui	-	Non-Executive Vice Chairman
Dato' Kamal Y P Tan	-	Non-Executive Director
Mr Mah Weng Choong	-	Non-Executive Director
Mr John Lyn Hian Woon	-	Independent Director
Mr Teo Chee Seng	-	Independent Director

IN ATTENDANCE

As per attendance list.

INTRODUCTION

The Chairman, Dato' Jaya J B Tan ("Dato' Jaya" or "the Chairman") welcomed all joining the Meeting via the live webcast and live audio stream.

The Chairman introduced the Directors and the Chief Financial Officer present at the AGM.

QUORUM

As there was a quorum, the Chairman declared the AGM of the Company opened at 11.00 a.m.

NOTICE

The Notice convening the AGM dated 5 January 2023 was taken as read.

OPENING ADDRESS

The Chairman informed that the AGM was conducted by electronic means via live webcast due to ongoing developments on the Covid-19 situation and pursuant to the Covid-19 (Temporary Measures) Order 2020 on alternative arrangements for general meetings for companies.

The Chairman highlighted that the Company has made available to Shareholders the option of (i) voting via appointing the Chairman of the AGM or their appointed proxy/proxies by submitting the proxy form by the submission deadline at 11.00 a.m. on 27 January 2023 to vote on their behalf at the AGM, or (ii) “live” voting by casting the votes real time for the resolution to be tabled at the AGM. Shareholders or the proxies who wish to vote “live” via electronic means at the AGM must first pre-register at the pre-registration website.

The Chairman informed that in his capacity as the Chairman of the Meeting, he had been appointed by numerous shareholders as proxy and would vote in accordance with their instructions. In line with the Company’s Constitution, all resolutions tabled at the Meeting will be voted by way of poll. Voting will be carried out after the resolutions have been tabled.

To facilitate the poll voting, the Company has appointed DrewCorp Services Pte Ltd as the scrutineer (“the Scrutineer”) for the AGM. The Scrutineer has supervised and verified the counting of votes of all such valid proxy forms submitted by the shareholders. The Scrutineer will also verify the votes cast by Shareholders during the AGM.

AGM@Convene has been appointed to assist in the polling and to provide seamless voting for the Shareholders in “real time”. Shareholders can vote anytime once the AGM formally starts and voting will close 5 minutes after the last question has been addressed. Shareholders may also ask verbal questions “live” during this meeting when the Chairman begins the Q&A session after tabling all the motions on the agenda.

ORDINARY BUSINESS:

1. ADOPTION OF DIRECTORS’ STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITORS’ REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022 - RESOLUTION 1

The Meeting proceeded to receive and adopt the Directors’ Statement, Audited Financial Statements and Auditors’ Report for the financial year ended 30 September 2022.

The motion was proposed by the Chairman of the Meeting.

2. RE-ELECTION OF DATO’ KAMAL Y P TAN – RESOLUTION 2

Resolution 2 dealt with the re-election of Dato’ Kamal Y P Tan as a Director retiring pursuant to Regulation 91 of the Constitution of the Company. Shareholders were informed Dato’ Kamal Y P Tan had signified his consent to continue in office.

The motion was proposed by the Chairman of the Meeting.

3. RE-ELECTION OF MR LYN HIAN WOON – RESOLUTION 3

Resolution 3 dealt with the re-election of Mr Lyn Hian Woon as a Director of the Company. Mr Lyn Hian Woon, who was retiring pursuant to Regulation 91 of the Constitution of the Company, had given his consent for re-election.

The motion was proposed by the Chairman of the Meeting.

4. DIRECTORS' FEES – RESOLUTION 4

The Directors had recommended the payment of S\$305,000 as Directors' fees for the financial year ended 30 September 2022.

The motion was proposed by the Chairman of the Meeting.

5. APPOINTMENT OF AUDITORS – RESOLUTION 5

Shareholders were informed that the retiring auditors, Messrs BDO LLP, had expressed their willingness to continue in office.

The motion was proposed by the Chairman of the Meeting.

ANY OTHER BUSINESS

There being no other ordinary business to transact, the Meeting proceeded to deal with the special business as set out in the Notice.

SPECIAL BUSINESS:

6. AUTHORITY TO ALLOT AND ISSUE NEW SHARES – RESOLUTION 6

Resolution 6 was to authorize Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Share Issue Mandate, if approved, would allow the Company to issue new shares of up to 50% of the total issued share capital (excluding treasury shares and subsidiary holdings) of which up to 20% may be issued other than on a pro-rata basis to such persons as the directors may determine.

The motion was proposed by the Chairman of the Meeting.

QUESTIONS AND ANSWERS SESSIONS

There being no question raised by shareholders, the meeting proceeded with the conduct of the poll voting.

CONDUCT OF POLL

The poll on the motion for the resolutions was duly conducted.

RESULTS OF POLL

Following the tabulation of votes, the result of the poll was read:

Ordinary Resolution 1: Adoption of the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 30 September 2022

	Votes	%
No. of votes for:	180,096,368	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	180,096,368	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 1 carried by way of a poll:

"IT WAS RESOLVED that the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 30 September 2022 thereon be received and adopted."

Ordinary Resolution 2: Re-election of Dato' Kamal Y P Tan as a Director

	Votes	%
No. of votes for:	79,091,749	58.14
No. of votes against:	56,939,970	41.86
Total no. of votes casted:	136,031,719	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 2 carried by way of a poll:

"IT WAS RESOLVED that Dato' Kamal Y P Tan be and is hereby re-elected as a Director of the Company."

Ordinary Resolution 3: Re-election of Mr Lyn Hian Woon as a Director

	Votes	%
No. of votes for:	123,155,198	68.38
No. of votes against:	56,939,970	31.62
Total no. of votes casted:	180,095,168	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 3 carried by way of a poll:

"IT WAS RESOLVED that Mr Lyn Hian Woon be and is hereby re-elected as a Director of the Company."

Ordinary Resolution 4: Approval of payment of Directors' fees of S\$305,000 in respect of the financial year ended 30 September 2022

	Votes	%
No. of votes for:	180,095,168	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	180,095,168	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 4 carried by way of a poll:

"IT WAS RESOLVED that the payment of Directors' fees of S\$305,000 for the financial year ended 30 September 2022 be and is hereby approved."

Ordinary Resolution 5: Re-appointment of Messrs BDO LLP as auditors and to authorize the Directors to fix their remuneration

	Votes	%
No. of votes for:	180,096,368	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	180,096,368	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 5 carried by way of a poll:

"IT WAS RESOLVED that Messrs BDO LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorized to fix their remuneration."

Ordinary Resolution 6: Authority to allot and issue new shares

	Votes	%
No. of votes for:	180,096,368	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	180,096,368	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 6 carried by way of a poll:

“IT WAS RESOLVED that pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorized and empowered to:-

- (a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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 (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 of the Company 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 instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
 - (i) the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below).
 - (ii) (subject to such calculation as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of shares that may be issued in under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing this Resolution, after adjusting for:-

- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from the exercising share options or vesting of shares awards which are outstanding or subsisting at the time of the passing of this Resolution; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with (ii)(a) 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 of passing of this Resolution.

- (iii) in in accordance with (ii)(a) 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 of passing of this Resolution.
- (iv) unless revoked or varied by the Company in a general meeting, such authority 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.”

CONCLUSION

There being no other business to transact, the Chairman thanked everyone for participating in the Company’s virtual AGM. The Chairman declared the AGM of the Company closed at 11.25 a.m..

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DATO’ JAYA J B TAN
CHAIRMAN