

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 AT ORCHID BALLROOM, BASEMENT 1, HOLIDAY INN SINGAPORE ORCHARD CITY CENTRE, 11 CAVENAGH ROAD, SINGAPORE 229616 ON FRIDAY, 26 JANUARY 2024 AT 10.00 A.M.

PRESENT

Directors

Dato' Jaya J B Tan	-	Executive Chairman
Datuk Dr Sam Goi Seng Hui	-	Non-Executive Vice Chairman
Mr. Richard Lee Keng Chian	-	Executive Director and Chief Executive Officer
Mr. Mah Weng Choong	-	Non-Executive Director
Mr. Teo Chee Seng	-	Independent Director
Mr. John Lyn Hian Woon	-	Independent Director
Mr. Tan San Ming	-	Alternate Director to Dato' Jaya J B Tan and Chief Operating Officer
Ms. Kwan Hoi Chee, Deborah Connie	-	Alternate Director to Mr. Richard Lee Keng Chian and Chief Improvement Officer

Shareholders

As set out in the attendance records maintained by the Company.

IN ATTENDANCE

As set out in the attendance records maintained by the Company.

QUORUM

As a quorum was present, the Chairman declared the meeting open at 10.00 a.m. Before proceeding with the matters stated in the Notice of the meeting, the Chairman introduced the Directors, Chief Executive Officer and Acting Chief Financial Officer to the shareholders. The Chairman extended his apologies on behalf of Mr. John Lyn Hian Woon, a Director of the Company who would be late and Dr Tan Khee Giap, a Director of the Company who was unwell and unable to attend the AGM.

NOTICE

The Notice convening the meeting was taken as read.

VOTING BY WAY OF A POLL

The Chairman informed the shareholders that pursuant to Regulation 61(A) of the Company's constitution and Rule 730A(2) of the SGX Listing Rules, method of voting for the resolution of this AGM would be conducted by way of poll.

If a shareholder was attending in person or was validly appointed proxy for this AGM, he or she would have been issued an electronic keypad at the registration desk when signing-in earlier.

For the avoidance of doubt, if a shareholder was attending in person and had already appointed one or more proxies to attend the EGM, and such shareholder decided to exercise his or her right to vote in respect of any shares, his or her proxies must not vote in respect of those shares.

The Chairman informed the shareholders that Drewcorp Services Pte Ltd and Boardroom Corporate & Advisory Services Pte Ltd (**Boardroom**) have been appointed as Scrutineers and Polling Agent, respectively.

Before dealing with the business of the AGM, the Chairman invited the representative from Boardroom to brief the shareholders on the poll voting procedures.

The Chairman then proceeded to the business of the AGM.

ORDINARY BUSINESS:

1. **ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023 - RESOLUTION 1**

The Meeting proceeded to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2023 and the Auditors' Report thereon.

With the consent of the shareholders, the Auditors' Report was taken as read.

The motion was proposed by Ms. Tham Mei Ling and seconded by Mr. Ou Yang Yan Te.

After dealing questions from shareholders (**Appendix 1**), the motion was put to a vote.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	221,773,003	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	221,773,003	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 Auditor's Report for the financial year ended 30 September 2023 together be adopted."

2. RE-ELECTION OF DR TAN KHEE GIAP AS A DIRECTOR – RESOLUTION 2

Resolution 2 dealt with the re-election of Dr Tan Khee Giap, a Director retiring pursuant to Regulation 97 of the Company's Constitution.

Shareholders were informed that Dr Tan Khee Giap, being eligible, had signified his consent to continue in office.

It was noted that Dr. Tan Khee Giap, upon re-election as a Director of the Company, remain as Independent Director of the Company. He will be considered independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.

The motion was proposed by Mr. Ou Yang Yan Te and seconded by Mr. Tan San Ming.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	221,295,203	99.78
No. of votes against:	495,000	0.22
Total no. of votes casted:	221,790,203	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 Dr Tan Khee Giap be re-elected as a Director of the Company."

3. RE-ELECTION OF MR. RICHARD LEE KENG CHIAN AS A DIRECTOR – RESOLUTION 3

Resolution 3 dealt with the re-election of Mr. Richard Lee Keng Chian, a Director retiring pursuant to Regulation 97 of the Company's Constitution.

Shareholders were informed that Mr. Richard Lee Keng Chian, being eligible, had signified his consent to continue in office.

The motion was proposed by Mr. Ou Yang Yan Te and seconded by Mr. Tan San Ming.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	221,274,953	99.99
No. of votes against:	20,000	0.01
Total no. of votes casted:	221,294,953	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. Richard Lee Keng Chian be re-elected as a Director of the Company.”

4. RE-ELECTION OF DATUK DR SAM GOI SENG HUI AS A DIRECTOR – RESOLUTION 4

Resolution 4 dealt with the re-election of Datuk Dr Sam Goi Seng Hui, a Director retiring pursuant to Regulation 97 of the Company’s Constitution.

Shareholders were informed that Datuk Dr Sam Goi Seng Hui, being eligible, had signified his consent to continue in office.

It was noted that Datuk Dr Sam Goi, upon re-election as a Director of the Company, remain as member of the Audit Committee, Remuneration Committee and Nominating Committee.

The motion was proposed by Mr. Ou Yang Yan Te and seconded by Mr. Tan San Ming.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	221,294,253	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	221,294,253	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 Datuk Dr Sam Goi Seng Hui be re-elected as a Director of the Company.”

5. RE-ELECTION OF MR. TEO CHEE SENG AS A DIRECTOR – RESOLUTION 5

Resolution 5 dealt with the re-election of Mr. Teo Chee Seng, a Director retiring pursuant to Regulation 91 of the Company’s Constitution.

Shareholders were informed that Mr. Teo Chee Seng, being eligible, had signified his consent to continue in office.

It was noted that Mr. Teo Chee Seng, upon re-election as a Director of the Company, remains as a Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. He will be considered independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.

The motion was proposed by Ms. Tham Mei Ling and seconded by Mr. Ou Yang Yan Te.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	221,265,203	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	221,265,203	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 Mr. Teo Chee Seng be re-elected as a Director of the Company.”

6. APPROVAL OF PAYMENT OF DIRECTORS’ FEES OF S\$307,788 IN RESPECT OF THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023 – RESOLUTION 6

The Board had recommended the payment of S\$307,788 as Directors’ fees for the financial year ended 30 September 2023.

The motion was proposed by the Chairman of the Meeting and seconded by Ms. Tham Mei Ling.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	221,277,603	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	221,277,603	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 the payment of Directors’ fees of S\$307,788 for the financial year ended 30 September 2023 be and is hereby approved.”

7. RE-APPOINTMENT OF AUDITORS – RESOLUTION 7

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

There being no other nomination, the Chairman proposed the motion and was seconded by Mr. Ou Yang Yan Te.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	221,296,003	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	221,296,003	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 7 carried by way of a poll:

“IT WAS RESOLVED that the re-appointment of Messrs BDO LLP 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 be and is hereby approved.”

ANY OTHER BUSINESS

As no notice of any other ordinary business received by the Secretary, the meeting proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:**8. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 8**

Resolution 8 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.

Ms. Tham Mei Ling proposed the motion which was seconded by Mr. Ou Yang Yan Te.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	99,548,836	44.99
No. of votes against:	121,742,527	55.01
Total no. of votes casted:	221,291,363	100.00

Based on the results of the poll, the Chairman of the Meeting declared the motion not carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 10.30 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DATO' JAYA J B TAN
CHAIRMAN

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

**Minutes of the Questions & Answers at the
Annual General Meeting held on 26 January 2024**

ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023 – RESOLUTION 1	
Question 1	Mr. Lee Tat Kwang (" Mr. Lee ") referred to page 71 of the Annual Report for FY2023 and highlighted that the operating profit before working capital changes was at RM37.187m. Cash generated from operations was RM51.111m. Repayment of lease obligations amounted to RM23.576m and interest paid was at RM17.131m. Mr. Lee noted that due to the aforesaid, the Group might not have sufficient cash and would like the Management to share the Group's future plans on its operating cash flow.
Reply:	The Chairman clarified that the Group has divested the loss-making businesses, the proceeds of which were used to pare down the bank borrowings, working capital and for expansion. The Management is continuing its effort on cost controls measures to improve the bottom line. The operating entities have shown positive sign and significant improvements as of now and with this, the Group is optimistic that the cash flow position would be improved. The Chairman added that the Group is expected to receive the proceeds from its recent disposal of Gourmessa and the warehouse in Pulau Indah in the next 18 months of approximately RM34m.
Question 2	Mr. Lee also noted that the revenue recorded for the Food Service Division was higher in FY2023 compared to FY2022. He has asked for an explanation on the factors that led to the loss recorded in FY2023.
Reply:	The Chairman responded that the Food Service Division was adversely impacted by the lock down imposed due to Covid in earlier years. For Texas Chicken, the Covid has caused supply of chicken to be inconsistent due to problems faced by the farmers. As a result, the cost of chicken has increased sharply arising from the shortage of supply. Cost of other supplies and labour cost due to the minimum wage legislation in Malaysia have also caused increase in operating expenditure, hence resulting in a higher loss in FY2023. Subsequent to FY2023, Texas Chicken has increased its selling price to mitigate the rising cost.

RE-ELECTION OF MR. TEO CHEE SENG AS A DIRECTOR – RESOLUTION 5	
Question 1	Mr. Ho Hai Pang (“ Mr. Ho ”) would like to know about the directorships’ structure in the Company. Mr. Ho asked why there are so many directors and so many alternate directors. He also mentioned that he does not know how many independent directors are in the Company.
Reply:	<p>The Company Secretary replied that there are 3 independent directors in the Company.</p> <p>The Chairman replied as follows:</p> <ul style="list-style-type: none"> ▪ His son, Mr. Tan San Ming is his alternate director. In the event he is away on business trip and there are urgent meetings to be convened, Mr. Tan San Ming will attend the meetings as his alternate.