

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Mercurius Capital Investment Limited (the “**Company**”) will be held by way of electronic means (via LIVE WEBCAST and/or AUDIO ONLY MEANS) on Tuesday, 26 April 2022 at 4:00 p.m., to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Wong Leong Chui who is retiring pursuant to Article 95(2) of the Company’s Constitution, as a Director of the Company. **(Resolution 2)**  
[See Explanatory Note (i)]
3. To re-elect Mr. Teo Soon Seng who is retiring pursuant to Article 96 of the Company’s Constitution, as a Director of the Company. **(Resolution 3)**  
[See Explanatory Note (ii)]
4. To re-elect Mr. Wong Yee Chue who is retiring pursuant to Article 96 of the Company’s Constitution, as a Director of the Company. **(Resolution 4)**  
[See Explanatory Note (iii)]
5. To approve the payment of Director’s fees of S\$50,000 for the period from 1 August 2021 to 31 July 2022. **(Resolution 5)**  
[See Explanatory Note (iv)]
6. To re-appoint Messrs Nexia TS Public Accounting Corporation as Independent Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may be properly transacted at an AGM.

## AS SPECIAL BUSINESS

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

8. **Authority to allot and issue shares in the capital of the Company**
  - (a) “That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”), the Company’s Constitution, and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), authority be and is hereby given to the directors of the Company (“**Directors**”) to:
    - (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

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- (ii) 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; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors while this Resolution is in force, provided that:
  - (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 the existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below);
  - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) at the time of passing of this Resolution, after adjusting for:
    - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Resolution;
    - (b) (where applicable) new Shares arising from the exercise of share options or vesting of awards outstanding or subsisting at the time of passing of this Resolution, 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 sub-division of Shares;
  - (iii) in exercising the authority conferred by this Resolution, 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), all applicable legal requirements under the Companies Act and the Constitution of the Company; and

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- (c) unless previously revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company, or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (v)]

**(Resolution 7)**

By Order of the Board

Chang Wei Lu  
Executive Chairman and Chief Executive Officer  
11 April 2022

Singapore

## Explanatory Notes:

- (i) Mr. Wong Leong Chui will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Director, Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. Detailed information on Mr. Wong Leong Chui is found in the Company's annual report 2021 in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement". The Board of Directors considers Mr. Wong Leong Chui to be independent for the purpose of Rule 704(7) of the Catalyst Rules.
- (ii) Mr. Teo Soon Seng will, upon re-election as a Director of the Company, remain as the Non-Independent Non-Executive Director and a member of the Nominating Committee. Detailed information on Mr. Teo Soon Seng is found in the Company's annual report 2021 in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement".
- (iii) Mr. Wong Yee Chue will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Director and a member of the Audit Committee and Remuneration Committee. Detailed information on Mr. Wong Yee Chue is found in the Company's annual report 2021 in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement". The Board of Directors considers Mr. Wong Yee Chue to be independent for the purpose of Rule 704(7) of the Catalyst Rules.
- (iv) The Company will be seeking shareholders' approval to approve the payment of Director's fees of S\$50,000 to Mr. Chew Hai Chiene Hester Arthur for the period from 1 August 2021 to 31 July 2022 at the forthcoming AGM. If approved by shareholders, Mr. Chew Hai Chiene Hester Arthur will, on a pro rated basis, receive an additional amount of approximately S\$20,833 in cash for services rendered in FY2021 for the period from 1 August 2021 to 31 December 2021.
- (v) Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the AGM until the conclusion of the next AGM of the Company, or by the date which the next AGM of the Company is required by law to be held or when such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares and to make or grant instruments (such as warrants and debentures) convertible into Shares, and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any), of which up to fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), may be issued other than on a pro-rata basis to the shareholders of the Company.

## NOTES:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting at the AGM of the Company to be held on Tuesday, 26 April 2022 at 4:00 p.m. (the "Meeting" or "AGM") are set out in this Notice of AGM has been made available on SGXNet and the Company's website. The Notice of AGM may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.mercuriuscapital.com/investor-relation.html>.

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In particular, as part of the Company's efforts to minimise the risks of community spread of COVID-19, the Meeting will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 released on 7 April 2020. Members **will not** be able to attend the Meeting in person.

Alternative arrangements have been put in place to allow members to participate at the AGM by:

- (a) observing the proceedings of the AGM via a "live" webcast ("**LIVE WEBCAST**") or listening to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**") via telephone;
- (b) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;
- (c) appointing the Chairman of the Meeting as proxy to attend and vote on their behalf at the AGM.

## 2. Registration for the AGM

In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 4:00 p.m. on 23 April 2022 (being not less than seventy-two (72) hours before the time appointed for holding the Meeting) ("**Registration Deadline**"), at the URL <https://www.bigmarker.com/AAP/Mercurius-Capital-Investment-Limited-AGM-EGM-2022-Shareholder-Registration>, for the Company to authenticate his/her/its status as member.

**Please note that members of the Company may access the URL for registration from 11 April 2022 onwards.**

Following successful authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions ("**Confirmation Email**") on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the Meeting, by 12:00 p.m. on 25 April 2022. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by 12:00 p.m. on 25 April 2022 may contact the Company for assistance at +65 9060 7950 or email [r.chandran@allianceav.com.sg](mailto:r.chandran@allianceav.com.sg).

## 3. Submission of Questions

Members are encouraged to submit questions relating to the resolutions to be tabled for approval at the Meeting in advance of the Meeting. To do so, all questions must be submitted by 18 April 2022 by email to [agm@mercuriuscapital.com](mailto:agm@mercuriuscapital.com). After the cut-off date for the submission of questions, any subsequent clarifications sought or follow-up questions will be addressed at the Meeting.

The Board will endeavour to address all substantial and relevant questions submitted in advance of the Meeting by publishing the responses to such questions on SGXNet and the Company's website at <https://www.mercuriuscapital.com/investor-relation.html>, by 4:00 p.m. on 22 April 2022 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms).

Minutes of the Meeting will be published on SGXNet and the Company's website at <https://www.mercuriuscapital.com/investor-relation.html>.

## 4. Voting

Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person.

The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).

If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. For CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company, the proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies and to submit their voting instructions no later than 4.30 p.m. on 14 April 2022 (being seven (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 4:00 p.m. on 24 April 2022.

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The proxy form for the Meeting is made available with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day and can be accessed at the Company's website at the URL <https://www.mercuriuscapital.com/investor-relation.html>.

5. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - a) if sent by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, attention to Mercurius AGM; or
  - b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com),

in either case, by 4:00 p.m. on 24 April 2022 (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

7. The Annual Report for the financial year ended 31 December 2021 which was issued on 11 April 2022 can be accessed at SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <https://www.mercuriuscapital.com/investor-relation.html>.

## Personal Data Privacy:

By (a) submitting an instrument appointing a proxy or proxies to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the Meeting 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) of proxy forms appointing a proxy or proxies for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) 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.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.