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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### VALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199206945E)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders of Vallianz Holdings Limited (the “**Company**”) to be held by way of electronic means on 27 April 2021 at 4.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

*All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 12 April 2021 (the “**Circular**”).*

#### **ORDINARY RESOLUTION 1:**

##### **THE PROPOSED RATIFICATION OF THE PROVISION OF CORPORATE GUARANTEES FOR THE BENEFIT OF RESOLUTE PTE. LTD. (“RPL”)**

##### **THAT:**

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), for the Group or any of them to ratify the provision of corporate guarantees for the benefit of RPL, and all transactions contemplated thereby; and
- (b) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

#### **ORDINARY RESOLUTION 2:**

##### **THE PROPOSED RATIFICATION OF THE PROVISION OF CORPORATE GUARANTEES FOR THE BENEFIT OF HOLMEN HEAVYLIFT OFFSHORE PTE. LTD. AND ITS SUBSIDIARIES (“HOLMEN GROUP”)**

##### **THAT:**

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group or any of them to ratify the provision of corporate guarantees for the benefit of Holmen Group and all transactions contemplated thereby; and
- (b) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

#### **ORDINARY RESOLUTION 3:**

##### **THE PROPOSED RATIFICATION OF THE PROVISION OF THE PAST HOLMEN ADVANCES**

##### **THAT:**

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- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group or any of them to ratify the provision of the past Holmen Advances, and all transactions contemplated thereby; and
- (b) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

### **ORDINARY RESOLUTION 4:**

#### **THE PROPOSED ENTRY INTO THE HOLMEN LOAN AGREEMENT**

##### **THAT:**

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group or any of them to enter into the Holmen Loan Agreement, and all transactions contemplated thereby; and
- (b) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

### **ORDINARY RESOLUTION 5:**

#### **THE PROPOSED ADOPTION OF THE HOLMEN INTERESTED PERSON TRANSACTION ("IPT") MANDATE**

##### **THAT:**

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group or any of them to enter into any of the transactions falling within the Holmen IPT Mandate, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its Independent Shareholders and are in accordance with the guidelines and review procedures for such interested person transactions;
- (b) the Holmen IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (c) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

### **ORDINARY RESOLUTION 6:**

#### **THE PROPOSED ENTRY INTO THE RAWABI HOLDING COMPANY LIMITED ("RHC") LOAN AGREEMENT**

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**THAT:**

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group or any of them to enter into the RHC Loan Agreement, and all transactions contemplated thereby; and
- (b) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

**ORDINARY RESOLUTION 7:**

**THE PROPOSED ADOPTION OF THE REVISED RAWABI IPT MANDATE**

**THAT:**

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group or any of them to enter into any of the transactions falling within the Revised Rawabi IPT Mandate, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its Independent Shareholders and are in accordance with the guidelines and review procedures for such interested person transactions;
- (b) the Revised Rawabi IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (c) the Directors of the Company are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

**BY ORDER OF THE BOARD**

Ling Yong Wah  
Executive Director and CEO  
12 April 2021

**IMPORTANT NOTES:**

1. 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, the EGM of the Company will be convened and held by way of electronic means through a "live" webcast ("**Live EGM Webcast**"). **NO PHYSICAL ATTENDANCE TO THE EGM IS PERMITTED.**
2. The Circular, Notice of EGM and proxy form will be sent to the Shareholders solely by electronic means via publication on the Company's website at the URL <http://www.vallianzhholdings.com/newsroom.html> and SGXNet. Printed copies of these documents will NOT be despatched to Shareholders.

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### 3. Registration of Shareholders

- (i) All Shareholders who wish to watch or listen to Live EGM Webcast proceedings must pre-register online by 4.00 p.m. on 24 April 2021 ("**Registration Deadline**") at the URL <https://conveneagm.sg/vallianzegm> for verification purposes.
- (ii) Shareholders who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPFIS Members and SRS investors) and wish to follow the proceedings of EGM through the Live EGM Webcast must inform their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) that they have registered for the Live EGM Webcast and provide their respective relevant intermediaries with their registration details.
- (iii) Following authentication of the shareholders' status as Shareholders, authenticated Shareholders will receive an email notification, and would be able to access the Live EGM Webcast proceedings using the account credentials created upon completion of registration.
- (iv) Shareholders who do not receive an email by 4.00 p.m. on 26 April 2021, but who have registered by the Registration Deadline should contact the Company at the email address at [sg.is.enquiry@sg.tricorglobal.com](mailto:sg.is.enquiry@sg.tricorglobal.com).

### 4. Submission of questions in advance

- (i) Please note that Shareholders will not be able to ask questions at the Live EGM Webcast, and therefore it is important for Shareholders to pre-register their participation in order to be able to submit their questions in advance of the EGM.
- (ii) Shareholders who pre-register to watch or listen to the Live EGM Webcast may also submit questions related to the resolutions to be tabled for approval at the EGM. All questions must be submitted by 4.00 p.m. on 24 April 2021 at the URL <https://conveneagm.sg/vallianzegm>.
- (iii) The Company will address substantial and relevant questions received from the Shareholders relating to the agenda of the EGM prior to the EGM via SGXNet and the Company's website.
- (iv) The Company will publish the minutes of the EGM on SGXNet and on the Company's website within one month from the date of EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which were addressed prior to the EGM.

### 5. Completion of the proxy form

- (i) Shareholders will not be able to vote online on the resolutions to be tabled for approval at the EGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the meeting to vote on their behalf.
- (ii) Shareholders (whether individual or corporate) appointing the Chairman of the meeting as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (iii) The duly completed and signed proxy form appointing the Chairman of the meeting as proxy must be submitted to the Company by 4.00 p.m. on 25 April 2021 via either the following means:
  - (a) post to the Share Registrar's office at 80 Robinson Road, #11-02, Singapore 068898; or
  - (b) electronic mail to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com).
- (iv) For CPFIS Members or SRS investors who wish to exercise their votes by appointing the Chairman of the EGM as their proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit their voting instructions at least seven (7) working days before the EGM (i.e. by 15 April 2021).

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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 of proxy).

- (v) In the case of Shareholder whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 4.00 p.m. on 24 April 2021, as certified by The Central Depository (Pte) Limited to the Company.

### **6. Reminder**

Shareholders who wish to attend the Live EGM Webcast are reminded that the EGM is private. Invitations to attend the EGM shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorized to attend the Live EGM Webcast. Recording of the Live EGM Webcast in whatever form is also strictly prohibited.

The Company asks for Shareholders' indulgence as the EGM progresses in the event of any technical disruptions. The Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's announcements on SGXNet or the Company's website for any changes or updates on the EGM.

### **Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance 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.