

# NOTICE OF ANNUAL GENERAL MEETING

*This Notice has been made available on SGXNET and the Company's corporate website and may be accessed at the URL <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>. A printed copy of this Notice will **NOT** be despatched to members.*

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Adventus Holdings Limited (the "**Company**") will be held at No. 60 Benoi Road #03-02 Singapore 629906 on Friday, 28 April 2023 at 3.00 p.m. (Singapore time) for the following purposes:-

## ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2022 and the Directors' Statement and Independent Auditor's Report thereon. **[Resolution 1]**
2. To note the retirement of Mr Gersom G Vetuz, a director who is retiring pursuant to Article 95 of the Constitution of the Company and will not be seeking for re-election. Upon the retirement of Mr Gersom G Vetuz, he will be relinquishing his position as an Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees.
3. To re-elect Mr Loh Eu Tse Derek, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 2]**

Mr Loh Eu Tse Derek will, upon re-election as Director of the Company, shall remain as the Chairman of the Nominating Committee and the member of the Audit and Remuneration Committees and shall be considered independent for the purpose of Rule 704(7) of the Listing Manual, Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**").  
(See Explanatory Note 1)

4. To re-elect Mr Chin Bay Ching, who is retiring pursuant to Articles 96 of the Constitution of the Company. **[Resolution 3]**

Mr Chin Bay Ching will, upon re-election as Director of the Company, shall remain as the Chairman and Executive Director of the Company.  
(See Explanatory Note 2)

5. To approve Directors' fees of S\$125,000 for the financial year ending 31 December 2023 and the payment thereof on a quarterly basis (S\$125,000 for the financial year ended 31 December 2022). **[Resolution 4]**
6. To re-appoint CLA Global TS Public Accounting Corporation (formerly Nexia TS Public Accounting Corporation) as independent auditor of the Company and to authorise the Directors to fix its remuneration. **[Resolution 5]**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## SPECIAL BUSINESS

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

8. Authority to allot and issue shares up to 100 per cent (100%) of issued shares

That pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to issue and allot new shares in the capital of the Company (whether by way of rights, bonus or otherwise) 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, PROVIDED ALWAYS that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below);

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- (ii) (subject to such manner of calculation as may be prescribed by the Catalist Rules), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time this Resolution is passed, after adjusting for:-
- (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed; and
- (b) any subsequent consolidation or subdivision of shares; and
- (iii) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. (See Explanatory Note 3) **[Resolution 6]**

9. Authority to offer and grant options and to allot and issue shares under the Adventus Employee Share Option Scheme

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the Adventus Employee Share Option Scheme (the "Scheme") and to allot and issue such shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme provided always that the aggregate number of shares issued and issuable in respect of all options granted or to be granted under the Scheme, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time.

(See Explanatory Note 4)

**[Resolution 7]**

## By Order of the Board

Lee Bee Fong  
Company Secretary  
13 April 2023  
Singapore

## EXPLANATORY NOTES:

1. In relation to **Resolution 2** proposed in item 3 above, there is no relationships (including immediate family relationships) between Mr Loh Eu Tse Derek and with the other Directors, the Company or its 5% shareholders.

The detailed information pursuant to Rule 720(5) of the Catalist Rules on Mr Loh Eu Tse Derek can be found under the section titled "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.

2. In relation to **Resolution 3** proposed in item 4 above, Mr Chin Bay Ching is a controlling shareholder of the Company and the father of the Executive Director, Mr Chin Rui Xiang. Apart from that, there are no relationships (including immediate family relationships) between Mr Chin Bay Ching and with the other Directors, the Company or its 5% shareholders.

The detailed information pursuant to Rule 720(5) of the Catalist Rules on Mr Chin Bay Ching can be found under the section titled "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.

3. **Resolution 6**, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to grant options and to issue shares in the Company. The number of shares which the Directors may issue under this Resolution would not exceed 100% of the total number of issued share (excluding treasury shares and subsidiary holdings, if any) of the Company at the time of passing this Resolution. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

4. **Resolution 7**, if passed, will empower the Directors from the date of the resolution is passed or to be granted until the next Annual General Meeting, to offer and grant options and to allot and issue shares pursuant to the exercise of options granted under the Scheme. The maximum number of new shares to be issued under the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time. Any shares issued pursuant to this authority will not form part of the mandate sought under **Resolution 6**.

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## Important Notes:

### 1. **Participation:**

The AGM is being convened, and will be held, in a wholly physical format, at No. 60 Benoi Road #03-02 Singapore 629906 on Friday, 28 April 2023 at 3.00 p.m. (Singapore time) 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. There will be no option for shareholders to participate virtually. Printed copies of this Notice of AGM, the Company's Annual Report 2022 and Proxy Form will not be despatched to members. Instead, this Notice of AGM, the Company's Annual Report 2022 and Proxy Form will be made available via publication on the Company's corporate website <https://www.adventusholdings.com/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 appointing a proxy or proxies. A proxy need not be a member of the Company. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.

### 2. **Submission of Proxy Form:**

The instrument appointing a proxy(ies) must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

- (a) if in hard copy by post, be lodged at the registered office of the Company, at 52 Telok Blangah Road, #03-06 Telok Blangah House, Singapore 098829; or
- (b) if by email, be received by [info@adventusholdings.com](mailto:info@adventusholdings.com).

in either case, no later than **3.00 p.m. on 26 April 2023**.

A member who wishes to submit an instrument of proxy must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

**Members are strongly encouraged to submit completed Proxy Forms via email to the email address provided above.**

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **5.00 p.m. on 18 April 2023** 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 **3.00 p.m. on 26 April 2023**.

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

In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing a proxy(ies) lodged if such member is not shown to have Shares entered against his/her/ its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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## **3. Submission of Questions:**

Shareholders who wish to ask questions in advance of the AGM related to the resolutions to be tabled for approval at the AGM, must submit their questions by **3.00 p.m. on 20 April 2023** via email to [info@adventusholdings.com](mailto:info@adventusholdings.com). When sending in your questions, provide your full name, address, contact details and the manner in which you hold shares in the Company (eg via CDP, CPF or SRS).

The Company will endeavor to address all substantial and relevant questions received from Shareholders prior to the AGM and publish its responses via SGXNET and on the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/> **no later than 3.00 p.m. on 24 April 2023**.

The Company will endeavour to, within one (1) month after the date of the AGM, publish the minutes on SGXNET and the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>.

## **4. Annual Report and other documents:**

The Annual Report for the financial year ended 31 December 2022 ("**FY2022 Annual Report**") which was issued on 13 April 2023 can be accessed at the Company's corporate website at the URL <https://www.adventusholdings.com/> and SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

This Notice of AGM and Proxy form in relation to the AGM are made available to members on 13 April 2023 via SGXNET and the Company's corporate website at the URL <https://www.adventusholdings.com/> and SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

Shareholders are to note that printed copies of the FY2022 Annual Report, the Notice of AGM and Proxy form will not be sent.

## **Personal data privacy:**

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM 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 or service providers) of proxy forms appointing a proxy(ies) and/or representative(s) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) addressing relevant and substantial questions from members of the Company received before the AGM and if necessary, following up with the relevant members of the Company in relation to such questions; and
- (iii) 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.