

SEROJA INVESTMENTS LIMITED
(Company Registration Number: 198300847M)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of the Company will be held by way of electronic means on 14 May 2021 at 2:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the audited accounts for the financial year ended 31 December 2020 together with the Directors’ Statement and Independent Auditor’s Report thereon.

(Resolution 1)
2. To re-elect as Director Mr Edwin Soeryadjaya who is retiring by rotation pursuant to Regulation 99 of the Company’s Constitution and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).
[See Explanatory Note (i)]

(Resolution 2)
3. To re-elect as Director Mr Ng Soon Kai who is retiring by rotation pursuant to Regulation 99 of the Company’s Constitution and Rule 720(5) of the Listing Manual of SGX-ST.
[See Explanatory Note (ii)]

(Resolution 3)
4. That contingent upon the passing of Resolution 3 above, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders to approve Mr Ng Soon Kai’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director, or the conclusion of the third AGM of the Company following the passing of this Resolution.
[See Explanatory Note (iii)]

(Resolution 4)
5. That contingent upon the passing of Resolution 4 above, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders (excluding the Directors and CEO of the Company and associates of such Directors and CEO), to approve Mr Ng Soon Kai’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director, or the conclusion of the third AGM of the Company following the passing of this Resolution.
[See Explanatory Note (iii)]

(Resolution 5)
6. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders to approve Mr Yap Kian Peng’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director, or the conclusion of the third AGM of the Company following the passing of this Resolution.
[See Explanatory Note (iii)]

(Resolution 6)
7. That contingent upon the passing of Resolution 6 above, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, shareholders (excluding the Directors and CEO of the Company and associates of such Directors and CEO), to approve Mr Yap Kian Peng’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director, or the conclusion of the third AGM of the Company following the passing of this Resolution.
[See Explanatory Note (iii)]

(Resolution 7)
8. To approve the payment of Directors’ fees of up to S\$312,000 for the financial year ending 31 December 2021 and the payment thereof on a quarterly basis (2020: S\$312,000).
[See Explanatory Note (iv)]

(Resolution 8)
9. To approve the payment of S\$450,000 to Mr Edwin Soeryadjaya for his past efforts and performance of his duties as the Non-Executive Chairman and Director of the Company.

(Resolution 9)
10. To re-appoint Messrs Nexia TS Public Accounting Corporation as Independent Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

(Resolution 10)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary and Special Resolutions, with or without any modifications:

AS SPECIAL RESOLUTION:

11. **Capital Reduction and Cash Distribution**
*All capitalised terms in the Resolution 11 below and defined in the Letter to Shareholders of the Company dated 22 April 2021 (the “**Letter**”) shall, unless otherwise defined in this Notice of AGM bear the respective meanings ascribed thereto in the Letter.*
That pursuant to Article 54 of the Constitution of the Company and Section 78C of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”):
(A) The issued and paid-up share capital of the Company be reduced by S\$40,014,781.28 from S\$82,970,754.60 (as at the Latest Practicable Date) to S\$42,955,973.32 and that such reduction be effected by returning the sum of S\$40,014,781.28 (the “**Cash Distribution**”) from the issued and paid-up share capital of the Company to the Shareholders, being registered holders of the Shares other than the Company, except that where the registered holder is The Central Depository (Pte) Limited, the term “**Shareholders**” shall mean the Depositors (other than the Company) as defined under the Companies Act, on the basis of S\$0.1025 for each issued ordinary share in the capital of the Company held by a Shareholder or on his/ her behalf as at the Books Closure Date to be determined by the Directors (the “**Capital Reduction**”); and
(B) The Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the Capital Reduction and Cash Distribution contemplated by this Special Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

(Resolution 11)

AS ORDINARY RESOLUTIONS:

12. **General Authority to Issue and Allot Shares**
That pursuant to Section 161 of the Companies Act, and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to:
(A) (i) issue and allot shares in the capital of 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 may in their absolute discretion deem fit; and
(B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
(1) the aggregate number of Shares to be issued pursuant to this Resolution shall not exceed 50 per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
(2) subject to such 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 1 above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
(i) new shares arising from the conversion or exercise of any convertible securities;
(ii) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares, and provided also that adjustments under (i) and (ii) 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 this Resolution is passed);
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions, rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
(4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution 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.
[See Explanatory Note (v)]

(Resolution 12)
13. **Authority to Allot and Issue Shares Pursuant to the Seroja Employee Share Option Scheme 2018**
That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted by the Company under the Seroja Employee Share Option Scheme 2018 (“**SESOS 2018**”), provided always that the aggregate number of Shares issued and to be issued pursuant to the SESOS 2018 shall not exceed fifteen per cent (15%) of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) at any time and from time to time. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (vi)]

(Resolution 13)
14. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary
22 April 2021

Explanatory Notes on Resolutions to be Transacted:-

- (i) **Resolution 2**
Mr Edwin Soeryadjaya will, upon re-election as a Director of the Company, remain as Non-Executive Director of the Company and Chairman of the Board of Directors. Please refer to pages 85 to 91 in the Annual Report for detailed information on Mr Edwin Soeryadjaya required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (ii) **Resolution 3**
Mr Ng Soon Kai will upon re-election as a Director of the Company, remain as Independent Director of the Company, Chairman of the Nominating Committee, and a member of the Audit Committee and Remuneration Committee. Please refer to pages 85 to 91 in the Annual Report for detailed information on Mr Ng Soon Kai required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iii) **Resolutions 4, 5, 6 and 7**
On 6 August 2018, the SGX-ST amended the SGX-ST Listing Rules (Mainboard) following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the SGX-ST Listing Rules (Mainboard) for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the SGX-ST Listing Rules (Mainboard). Pursuant thereto and in respect of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders’ approvals for continued appointments of both Mr Ng Soon Kai and Mr Yap Kian Peng as independent directors prior to 1 January 2022, as they have served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders and (B) shareholders excluding directors, chief executive officer, and their associates.
- (iv) **Resolution 8**
Resolution 8 proposed above, is to facilitate payment of Directors’ fees during the financial year in which the fees are incurred.
- (v) **Resolution 12**
Resolution 12 proposed above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding the aggregated of 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to shareholders of the Company (the General Limit), after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time Resolution 12 is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- (vi) **Resolution 13**
Resolution 13 proposed above, if passed, will authorise the Directors of the Company to allot and issue Shares pursuant to the exercise of options under the SESOS 2018 not exceeding fifteen per cent (15%) of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) at any time and from time to time.

Notes:

1. The annual general meeting of the Company (the “**AGM**”) is being convened, and 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. This Notice of AGM and the accompanying proxy form for the AGM will also be published electronically on: (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company’s website at the URL <http://www.seroja.com.sg>.
2. The alternative arrangements for the AGM relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-visual webcast (“**LIVE WEBCAST**”) or “live” audio-only stream (“**LIVE AUDIO STREAM**”)), submission of questions in advance of the AGM, addressing of substantial and relevant questions on or before the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Company’s announcement dated 22 April 2021 (the “**Announcement**”), which has been published together with this Notice of AGM on SGXNet at <https://www.sgx.com/securities/company-announcements> on the same day. The Announcement may also be accessed on the Company’s corporate website at <http://www.seroja.com.sg>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM in respect of the AGM.
3. As the AGM will be held by electronic means, a member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.
In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 2:00 p.m. on 4 May 2021) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
4. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The instrument or form appointing the Chairman of the AGM 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 personally or by post, be lodged at the office of the Company at 15 Scotts Road, #08-05 Thong Teck Building, Singapore 228218; or (b) if submitted by email, be received by the Company’s Share Registrar at sg.is.proxy@sg.tricorglobal.com, in either case, by 2:00 p.m. on 11 May 2021 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (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 to the Company so as to reach the Company not less than seventy-two (72) hours before the time appointed for holding the AGM.
6. The instrument appointing the Chairman of the AGM 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 AGM 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. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the AGM as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the AGM as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member of the Company may authorise by resolution of its director or other governing body, such person as it thinks fit to act as its representative at the AGM, in accordance with its constitution and Section 179 of the Companies Act.
8. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed or 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 AGM as proxy.
In the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

- (i) By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, or (c) submitting any question prior to the AGM in accordance with this Notice, 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:
(ii) processing, administration and analysis by the Company (or its agents or service providers) of the instruments appointing the Chairman of the Meeting as proxy 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);
(iii) 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 LIVE AUDIO STREAM to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
(iv) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; 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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.