



## VALLIANZ HOLDINGS LIMITED

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

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be convened and held at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on Monday, 31 July 2023 at 10.00am to transact the following business:

#### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Directors’ Statement and the Independent Auditor’s Report thereon. **(Resolution 1)**
- To re-elect Mr. Chong Chee Keong Chris, a director who is retiring pursuant to Article 105 of the Company’s Constitution. Mr. Chong Chee Keong Chris, upon re-election as Director of the Company, remain as the member of Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company, and he is considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited (“SGX-ST”), Listing Manual Section B: Rules of Catalyst (“Catalist Rules”). **(Resolution 2)**  
[See Explanatory Note (a)]
- To appoint Mr. Kevin Wong Chee Fatt, as an Independent Non-Executive Director of the Company with effect from 1 October 2023 pursuant to Article 90 of the Company’s Constitution. Mr. Kevin Wong Chee Fatt, upon appointment as Director of the Company, will be appointed as an Independent Director and a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company and he is considered independent for the purpose of Catalyst Rule 704(7). **(Resolution 3)**  
[See Explanatory Note (b)]
- To approve the payment of Directors’ fees of US\$198,850 for the financial year ending 31 March 2024. **(Resolution 4)**
- To re-appoint Messrs CLA Global TS Public Accounting Corporation as Auditor of the Company to hold office until the conclusion of the next AGM of the Company, and to authorise the Directors to fix the remuneration of Messrs CLA Global TS Public Accounting Corporation. **(Resolution 5)**
- 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:

##### 7. Proposed Renewal of the Shareholders’ Mandate for Interested Person Transactions with Rawabi Holding Company Limited (“RHC”) and its subsidiaries (“RHC Group”)

“That:

- approval be and is hereby given for the purposes of Chapter 9 of the Rules of Catalyst, for the Company and its subsidiaries (“Group”) or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix 1 to the Letter to Shareholders dated 16 July 2023 (“Letter to Shareholders”) appended to the Annual Report, with the RHC Group, being the class of Interested Persons described in the Letter to Shareholders, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for Interested Person Transactions as set out in Appendix I to the Letter to Shareholders (“RHC IPT Mandate”);
- the RHC IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company; and
- the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the RHC IPT Mandate and/or this Resolution.”  
[See Explanatory Note (c)] **(Resolution 6)**

##### 8. Proposed Renewal of the Shareholders’ Mandate for Interested Person Transactions with Holmen Heavylift Offshore Pte. Ltd. (“HOL”) and its subsidiaries (“HOL Group”)

“That:

- approval be and is hereby given for the purposes of Chapter 9 of the Catalyst Rules, for the Group or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix 2 to the Letter to Shareholders appended to the Annual Report, with the HOL Group, being the class of Interested Persons described in the Letter to Shareholders, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for Interested Person Transactions as set out in Appendix 2 to the Letter to Shareholders (“HOL IPT Mandate”);
- the HOL IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company; and
- the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the HOL IPT Mandate and/or this Resolution.”  
[See Explanatory Note (d)] **(Resolution 7)**

BY ORDER OF THE BOARD

**Chong Pei Wen (Ms)**  
Company Secretary  
16 July 2023  
Singapore

#### EXPLANATORY NOTES:

- In relation to Resolution 2 proposed above, Mr. Chong Chee Keong Chris is a Non-Executive Independent Director of the Company. There is no relationship (including immediate family relationships) between Mr. Chris Chong and the other directors, the Company or its substantial shareholders and the detailed information on Mr. Chris Chong is set out in the section entitled “Disclosure of Information of Directors seeking Re-Election/Appointment” in the Company’s 2023 Annual Report.
- Pursuant to Article 90 of the Company’s Constitution, the NC has reviewed Mr. Kevin Wong Chee Fatt’s suitability and recommended to the Board of Directors (the “Board”) of the Company for the appointment of Mr. Kevin Wong as a Non-Executive Independent Director of the Company. The Board has accepted the NC’s recommendation. The detailed information on Mr. Kevin Wong, who has consented to the proposed appointment, is set out in the section entitled “Disclosure of Information of Directors seeking re-election/appointment” in the Company’s 2023 Annual Report. There is no relationship (including immediate family relationships) between Mr. Kevin Wong and the other directors, the Company or its substantial shareholders.
- The Ordinary Resolution 6 above, if passed, allows the Group to enter into certain transactions with the RHC Group as detailed in the RHC IPT Mandate.
- The Ordinary Resolution 7 above, if passed, allows the Group to enter into certain transactions with the HOL Group as detailed in the HOL IPT Mandate.

#### IMPORTANT NOTES:

##### Participation:

- The AGM will be held, in a wholly physical format, at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on Monday, 31 July 2023 at 10.00 a.m.. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.

##### Submission of Proxy Form

- (a) A shareholder 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 shareholder’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A shareholder 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 shareholder. Where such shareholder’s form of proxy 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 form of proxy. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/ its proxy.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited to the Company by 10.00 a.m. on 29 July 2023 in the following manner:  
(a) Post or submit personally 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.
- CPF and SRS investors:  
(a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or  
(b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 July 2023.

##### Submission of Questions:

- Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM:  
(a) by post to the Company’s registered office address, 1 HarbourFront Avenue, #06-08 Keppel Bay Tower, Singapore 098632; or  
(b) via email to the Company at enquiries@vallianzholdings.com.  
When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder’s full name; (ii) the shareholder’s address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes. **All questions submitted in advance must be received by 24 July 2023.**
- The Company will address all substantial and relevant questions received from shareholders by 24 July 2023 by publishing its responses to such questions on its corporate website and the SGX website at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing proxy(ies). The Company will respond to questions or follow-up questions submitted after 24 July 2023 either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives may also ask questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

##### PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM 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 AGM as proxy appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.