



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("**AGM**") of the Company will be convened and held at 438 Alexandra Road, Connect @ Alexandra Point, Level 2, Singapore 119958 on Tuesday, 29 April 2025 at 10.00 a.m. to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Directors' Statement and the Independent Auditor's Report thereon.  
**(Resolution 1)**

2. To re-elect Mr. Ling Yong Wah, a Director who is retiring pursuant to Rule 720(4) of the Rules of Catalist.

Mr. Ling Yong Wah, upon re-election as Director of the Company, remains as the Executive Director and the Chief Executive Officer of the Company.

*[See Explanatory Note (a)]*

**(Resolution 2)**

3. To re-elect Mr. Kevin Wong Chee Fatt, a Director who is retiring pursuant to Regulation 105 of the Company's Constitution.

Mr. Kevin Wong Chee Fatt, upon re-election as Director of the Company, remains as Chairman of the Audit Committee, and a member of Nominating Committee and Remuneration Committee of the Company. 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 Catalist ("**Rules of Catalist**").

*[See Explanatory Note (b)]*

**(Resolution 3)**

4. To approve the payment of Directors' fees of S\$249,700 for the financial year ending 31 December 2025 (FY2024 : US\$178,250).

**(Resolution 4)**

5. 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)**

6. 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 Resolution with or without modifications:

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

"That:

- (1) approval be and is hereby given for the purposes of Chapter 9 of the Rules of Catalist, for the Company, its subsidiaries and associated companies (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 I of the Letter to Shareholders dated 14 April 2025 (the "**Letter to Shareholders**") appended to the Annual Report, with the RHC Group who is of 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 the Letter to Shareholders (the "**RHC IPT Mandate**");
- (2) 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
- (3) 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)**

BY ORDER OF THE BOARD

**Chiang Wai Ming (Ms)**

Company Secretary

14 April 2025

Singapore

#### **Explanatory Notes:**

- (a) In relation to Resolution 2 proposed above, Mr. Ling Yong Wah ("**Mr. Ling**") is an Executive Director and the Chief Executive Officer of the Company. There is no relationship (including immediate family relationships) between Mr. Ling and the other directors, the Company and the detailed information on Mr. Ling is set out in the section titled "Disclosure of Information of Directors seeking re-election" in the Company's 2024 Annual Report.
- (b) In relation to Resolution 3 proposed above, Mr. Kevin Wong Chee Fatt ("**Mr. Kevin Wong**") is an Independent Non-Executive Director of the Company. There is no relationship (including immediate family relationships) between Mr. Kevin Wong and the other directors, the Company or its substantial shareholders and the detailed information on Mr. Kevin Wong is set out in the section titled "Disclosure of Information of Directors seeking re-election" in the Company's 2024 Annual Report.
- (c) 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.

#### **Important Notes:**

##### **Participation:**

1. The AGM will be held, in a wholly physical format, at 438 Alexandra Road, Connect @ Alexandra Point, Level 2, Singapore 119958 on Tuesday, 29 April 2025 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 Annual General Meeting in person. **There will be no option for shareholders to participate virtually.**

### **Submission of Proxy Form**

2. (a) 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 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 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 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.

3. 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.
4. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. The instrument appointing a proxy ("**Proxy Form**") must be deposited to the Company by 10.00 a.m. on 26 April 2025 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) in the following manner:
  - (a) Post or submit personally to the Share Registrar's office at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619; or
  - (b) Electronic mail to [vallianz-agm@complete-corp.com](mailto:vallianz-agm@complete-corp.com).
6. For investors who hold shares through relevant intermediaries, including Central Provident Fund ("**CPF**") Investment Schemes (such investors, the "**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS**") (such investors, the "**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 April 2025. CPF Investors and SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.

### **Submission of Questions:**

7. Shareholders, including CPF Investors 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 Pasir Panjang Road, Labrador Tower, #28-02, Singapore 118479; or
  - (b) via electronic mail to the Company at [enquiries@vallianzhholdings.com](mailto:enquiries@vallianzhholdings.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 on or before 10.00 a.m. on 21 April 2025 ("Questions Deadline").**

8. The Company will endeavour to address all substantial and relevant questions received from shareholders before the Questions Deadline by publishing its responses to such questions on its corporate website (<https://www.vallianzhholdings.com/investor-relations/-announcements>) and the SGX website (<https://www.sgx.com/securities/company-announcements>) at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing proxy(ies).

Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the Questions Deadline will be consolidated and addressed 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.

9. Shareholders, including CPF Investors 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.

### **Access to Documents and Information relating to the AGM:**

10. In line with the Company's sustainability efforts, the Company has discontinued the practice of mailing the Company's annual reports and circulars to shareholders. Documents and information relating to the AGM, including this Notice of AGM, Proxy Form, the annual report for the financial year ended 31 December 2024 ("**AR2024**"), together with the letter to shareholders appended to AR2024 (the "**2024 Appendix**") are available for viewing and download from the SGXNET (<https://www.sgx.com/securities/company-announcements>) and the Company's corporate website (<https://www.vallianzhholdings.com/investor-relations/#announcements>).
11. For shareholders' convenience, printed copies of this Notice of AGM, Proxy Form and a request form (to request for printed copies of AR2024 and 2024 Appendix) ("**Request Form**") have been despatched to shareholders.

12. Shareholders who wish to receive printed copies of the AR2024 and/or the 2024 Appendix should complete the Request Form and return it to the Company by 18 April 2025 by depositing the Request Form at the Company's registered office address at 1 Pasir Panjang Road, Labrador Tower, #28-02, Singapore 118479. The printed copies will be mailed to shareholders within five (5) working days upon receiving the Request Form. Incomplete or incorrectly completed Request Forms will not be processed.

**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.