

ADVENTUS HOLDINGS LIMITED
Company Registration No. 200301072R
(Incorporated in the Republic of Singapore)

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 convened and held by way of electronic means on Monday, 29 June 2020 at 10.00 a.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2019 and the Directors' Statement and Independent Auditor's Report thereon. **[Resolution 1]**

2. To re-elect Mr Chin Rui Xiang, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 2]**

Mr Chin Rui Xiang will, upon re-election as Director of the Company, shall remain as the Executive Director of the Company.
(See Explanatory Note 1)

3. To re-elect Mr Wong Loke Tan, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 3]**

Mr Wong Loke Tan will, upon re-election as Director of the Company, shall remain as the Chairman of the Remuneration Committee and the member of the Audit and Nominating 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 2)

4. To re-elect Mr Teh Chong Seng, who is retiring pursuant to Article 95 of the Constitution of the Company. **[Resolution 4]**

Mr Teh Chong Seng will, upon re-election as Director of the Company, shall remain as the Chairman and Executive Director of the Company.
(See Explanatory Note 3)

5. To approve Directors' fees of S\$121,273.97 for the financial year ended 31 December 2019 (S\$115,000 for the financial year ended 31 December 2018). **[Resolution 5]**

6. To re-appoint Messrs Deloitte & Touche LLP as auditor of the Company and to authorise the Directors to fix its remuneration. **[Resolution 6]**

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, Cap. 50 and subject to Rule 806 of the Catalyst 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);
 - (ii) (subject to such manner of calculation as may be prescribed by the Rules of Catalyst), 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. **[Resolution 7]**
(See Explanatory Note 5)
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, Cap. 50, 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 6)

[Resolution 8]

By Order of the Board

Lee Bee Fong
Company Secretary
12 June 2020
Singapore

EXPLANATORY NOTES:

1. In relation to **Resolution 2** proposed in item 2 above, Mr Chin Rui Xiang is the son of the controlling shareholder of the Company, Mr Chin Bay Ching. Apart from that, there are no relationships (including immediate family relationships) between Mr Chin Rui Xiang and with the other Directors, the Company or its 10% shareholders.
2. In relation to **Resolution 3** proposed in item 3 above, there are no relationships (including immediate family relationships) between Mr Wong Loke Tan and with the other Directors, the Company or its 10% shareholders.
3. In relation to **Resolution 4** proposed in item 4 above, there are no relationships (including immediate family relationships) between Mr Teh Chong Seng, the controlling shareholder of the Company and with the other Directors, the Company or its 10% shareholders.

The detailed information pursuant to Rule 720(5) of the Catalist Rule on Mr Chin Rui Xiang, Mr Wong Loke Tan and Mr Teh Chong Seng can be found under the section titled “ Disclosure of Information on Directors Seeking Re-Election” on the Addendum to the Annual Report as announced by the Company on 12 June 2020.

4. **Resolution 7**, 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 share (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.
5. **Resolution 8**, 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 7**.

Important Notes:

1. **Pre-Registration:**

The AGM is being convened, and will be held, by 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. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this Notice of AGM which has been uploaded on SGXNet and the Company’s website on the same day. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company’s corporate website <https://www.adventusholdings.com/>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

A member will be able to participate at the AGM by watching the AGM proceedings via a “live” audio-visual webcast via mobile phones, tablets or computers. In order to do so, a member must pre-register by **10.00 a.m. on 22 June 2020**, at the URL https://us02web.zoom.us/webinar/register/WN_8VWBwFoVTMmNXavB2R_sjw for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the “live” audio-visual webcast of the proceedings of the AGM by

10.00 a.m. on 28 June 2020. Members who do not receive an email by **12.00 p.m. (noon) on 28 June 2020**, but have registered by the **22 June 2020** deadline, should contact the Company for assistance at the following email address: info@adventusholdings.com with the following details included: (1) the member's full name; and (2) his/her/its identification/ registration number.

Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the "live" audio-visual webcast of the AGM must approach their respective depository agents to pre-register by **5.00 p.m. on 18 June 2020** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

2. Submission of Questions:

A member who pre-registers to watch the "live" audio-visual webcast may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by **10.00 a.m. on 22 June 2020** by email to info@adventusholdings.com.

The Company will endeavor to address all substantial and relevant questions received from Shareholders prior to the AGM via SGXNet and on the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.adventusholdings.com/>.

3. Submission of Proxy Form:

A member will not be able to vote through the "live" audio-visual webcast and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. The proxy form for the AGM can also be accessed at the Company's corporate website at the URL <https://www.adventusholdings.com/> and is made available with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day.

Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (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 June 2020** 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 **10.00 a.m. on 27 June 2020**.

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

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

The instrument appointing the Chairman of the Meeting as proxy 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.

in either case, no later than **10.00 a.m. on 27 June 2020**.

A member who wishes to submit an instrument of proxy may also **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.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy 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 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 (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).

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, Chapter 289), the Company may reject any instrument appointing the Chairman of the Meeting as proxy 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.

4. Annual Report and other documents:

The Annual Report for the financial year ended 31 December 2019 (“**FY2019 Annual Report**”) which was issued on 15 April 2020 can be accessed at the Company’s corporate website at the URL <https://www.adventusholdings.com/financial-reports>.

This Notice of AGM, Addendum to the Annual Report FY2019, Alternative Arrangements for AGM and Proxy form in relation to the AGM are made available to members on 12 June 2020 via SGXNet and the Company’s corporate website at the URL <https://www.adventusholdings.com/>.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”), (b) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.