



ENVICTUS

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200313131Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the shareholders of Envictus International Holdings Limited (the "**Company**") will be held at Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on Friday, 8 June 2018 at 10.00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1 - THE PROPOSED ACQUISITION OF 14,757,000 SHARES REPRESENTING 100% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF MOTIVAGE SDN BHD AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION

That, subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) approval be and is hereby given for the acquisition of 14,757,000 shares, representing 100% of the total issued and paid-up share capital of Motivage Sdn Bhd, from Khor Sin Kok and Khor Guat Bee (the "**Vendors**") for a consideration of RM24.0 million, of which RM5.0 million will be satisfied by way of cash and the remaining RM19.0 million will be satisfied by the allotment and issuance of 15,775,210 shares in the capital of the Company, in accordance with the terms and conditions of the share agreement entered into between Polygold Holdings Sdn Bhd, a wholly-owned subsidiary of the Company, and the Vendors, which constitutes a major transaction and an interested person transaction under the Listing Manual of the SGX-ST (the "**Proposed Acquisition**");
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Acquisition, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the Proposed Acquisition.

ORDINARY RESOLUTION 2 – THE PROPOSED ALLOTMENT AND ISSUE OF 15,775,210 CONSIDERATION SHARES TO THE VENDORS IN PART SATISFACTION OF THE CONSIDERATION FOR THE PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Ordinary Resolution 1, authority be and is hereby given to the Directors:

- (a) to allot and issue to Khor Sin Kok (or his nominees) an aggregate of 15,775,210 ordinary shares in the Company, credited as fully paid-up, at an issue price of S\$0.3913 each as part satisfaction of the consideration for the Proposed Acquisition; and
- (b) to complete and do all acts and things (including any other agreements or documents and procurement of third party consents) as they may consider necessary or expedient for the purposes of, in connection with or to give effect to this resolution as they think fit and in the interests of the Company.

BY ORDER OF THE BOARD

S Surenthiraraj @ S Suresh
Kok Mor Keat
Company Secretaries

Singapore
16 May 2018

Notes:

1. A member (other than a Relevant Intermediary (as defined below)) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the Share Registrar's Office at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 not less than 72 hours before the time for holding EGM.
3. Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the EGM. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Cap. 289 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act, Cap. 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (collectively, the "Purposes"), (ii) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.