

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Meeting**”) of Amcorp Global Limited (the “**Company**”) will be held at PARKROYAL on Kitchener Road, Singapore, Jade Room, Level 3, 181 Kitchener Road, Singapore 208533 on 25 July 2023, Tuesday, at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring by rotation pursuant to Regulation 89 of the Company’s Constitution.

Mr. Soo Kim Wai **(Resolution 2)**
Mr. Shahman Azman **(Resolution 3)**
3. To re-elect the following Directors retiring pursuant to Regulation 88 of the Company’s Constitution:

Mr. Khoo Swee Peng **(Resolution 4)**
Ms. Shalina Azman **(Resolution 5)**

Mr. Khoo Swee Peng will, upon re-election as a Director, remain as an Independent Non-Executive Director. Mr. Khoo Swee Peng will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr. Khoo Swee Peng and the other Directors, the Company, its related corporations, its substantial shareholders or its officers which may affect his independence.
4. To approve the payment of Directors’ emoluments of up to S\$343,000/- for the financial year ending 31 March 2024, to be paid in arrears (FY2023: S\$252,168/-). **(Resolution 6)**
5. To approve the payment of additional Directors’ emoluments of S\$40,616/- for the financial year ended 31 March 2023.
[See Explanatory Note (i)] **(Resolution 7)**
6. To re-appoint Messrs Baker Tilly TFW LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

8. **Authority to issue shares**

That pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue 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 of the Company may in their absolute discretion deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 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% 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 manner of 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:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of 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, such authority 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 earlier.

[See Explanatory Note (ii)]

(Resolution 9)

9. **Authority to issue shares under the Amcorp Global Employee Share Option Scheme and Amcorp Global Employee Share Award Scheme**

That authority be and is hereby given to the Directors of the Company to allot and issue or deliver from time to time such number of Shares as may be required pursuant to the exercise of options under the Amcorp Global Employee Share Option Scheme (the “ESOS”) and/or the vesting of awards under the Amcorp Global Employee Share Award Scheme (the “ESAS”) respectively, provided that the aggregate number of Shares to be issued pursuant to the ESOS and ESAS does not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

[See Explanatory Note (iii)]

(Resolution 10)

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10. Renewal of the Share Buy-Back Mandate

That:

- (a) for the purposes of Sections 76C and 76E of Companies Act 1967 (the “**Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases through the SGX-ST’s ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (the “**On-Market Share Buy-Back**”) and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Listing Manual of the SGX-ST (the “**Off-Market Share Buy-Back**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (“**Share Buy-Back Mandate**”);

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held or;
 - (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
 - (iii) the date on the authority contained by the Share Buy-Back Mandate is revoked or varied by the shareholders in a general meeting.
- (c) in this resolution:

“**Maximum Limit**” means the number of Shares representing not more than ten per cent (10%) of the total issued ordinary shares of the Company ascertained as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act at any time during the Relevant Period (as defined hereinafter), in which event the total number of Shares shall be taken to be the amount of the total number of Shares as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

“**Relevant Period**” means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier, or until it is varied or revoked by the Company in general meeting, after the date of the passing of this resolution; and

“**Maximum Price**” in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Buy-Back, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Share Buy-Back, 120% of the Average Closing Price, of the Shares,

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where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, preceding the day of the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to an Off-Market Share Buy-Back, as deemed to be adjusted for any corporate action that occurs after the relevant five (5) market day period; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.

[See Explanatory Note (iv)]

(Resolution 11)

By Order of the Board

Ng Tah Wee
Lai Foon Kuen

Company Secretaries
Singapore, 10 July 2023

Explanatory Notes on Resolutions to be passed:

- (i) Ordinary Resolution 7, if passed, will empower the Directors of the Company to pay Directors' fees to Er. Dr. Lee Bee Wah, Mr. Khoo Swee Peng and Ms. Shalina Azman for the financial year ended 31 March 2023 (“FY2023”). Er. Dr. Lee, Mr. Khoo and Ms. Shalina were appointed as Member of the Nominating and Remuneration Committee, Independent Non-Executive Director and Non-Independent Non-Executive Director of the Company respectively during FY2023, on 15 September 2022. The directors' fees relating to the aforesaid appointments were therefore, not included for shareholders' approval at the annual general meeting of the Company held on 28 July 2022.
- (ii) Ordinary Resolution 9, 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, in total, 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.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed, 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 when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iii) Ordinary Resolution 10, if passed, will empower the Directors to allot and issue or deliver Shares pursuant to the exercise of options under the ESOS and/or the vesting of awards under the ESAS, provided that the aggregate number of shares to be issued pursuant to the ESOS and ESAS does not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) from time to time. The ESOS and ESAS were approved by Shareholders on 28 July 2022.
- (iv) Ordinary Resolution 11, if passed, will empower the Directors, from the date of this Meeting until the next annual general meeting is held or is required by law to be held, or until it is varied or revoked by the Company in general meeting, whichever is earlier, to purchase or otherwise acquire issued ordinary Shares of the Company by way of On-Market Share Buy-Back or Off-Market Share Buy-Back of up to the Maximum Limit at the Maximum Price in accordance with the terms and conditions set out in the Appendix A to this Notice of Annual General Meeting, the Act and the Listing Manual of the SGX-ST. Please refer to the Appendix A to this Notice of Annual General Meeting for more details.

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Notes:

1. The Meeting will be held physically. **There will be no option for shareholders to participate virtually.**

2. Submission of questions

Shareholders may also submit questions related to the resolutions to be tabled for approval at the Meeting.

All questions together with shareholders' full names, identification numbers, contact numbers and email addresses and manner in which they hold Shares in the Company, must be submitted no later than 3.00 p.m. on 17 July 2023 (the "**Submission Deadline**") via email: ir.amcorpglobal@amcorpgroup.co.

The Company shall respond to written questions either prior to the Meeting through publication on SGXNet and the Company's corporate website or at the general meeting. The Company will endeavour to respond to all substantial and relevant comments or queries relating to the resolutions to be tabled at the Meeting, by publishing the responses to such questions via SGXNet and on the Company's corporate website latest by 3.00 p.m. on 21 July 2023.

3. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
4. Where a member appoints two proxies, the member shall specify the proportion of his/her Shares to be represented by each proxy. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
5. Investors whose Shares are held with relevant intermediaries under Section 181(1C) of the Companies Act 1967, such as CPF and SRS investors, who wish to appoint a proxy, should approach their respective intermediaries such as CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days prior to the date of the Meeting.
6. The Proxy Form must be deposited at the registered office of the Company at 11 Sam Leong Road, #03-06, TRIO, Singapore 207903, not less than 48 hours before the time appointed for holding the Meeting, and failing which, the Proxy Form will not be treated as valid.
7. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

Personal data privacy:

By submitting an instrument appointing a proxy/proxies and/or representative(s) to attend, speak and vote at the Meeting 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, administration and analysis by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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, and (ii) 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.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member of the Company (such as his name) may be recorded by the Company for such purpose.