

# NOTICE OF ANNUAL GENERAL MEETING

## V2Y CORPORATION LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 201717972D)

This Notice has been made available on SGXNet and the Company's website via the following link: [http://www.v2y.si/investor\\_relations](http://www.v2y.si/investor_relations). **A printed copy of this Notice will NOT be despatched to members.**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of V2Y Corporation Ltd. (the "**Company**") will be held by way of electronic means on 22 April 2021 at 2.00 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' Statement and the Auditors' Report thereon. Ordinary Resolution 1
2. To approve the payment of Directors' fees in the amount of S\$172,000.00 for financial year ending 31 December 2021, to be paid quarterly in arrears (FY2020: S\$175,945.21). Ordinary Resolution 2
3. To re-elect Mr Lim Chuan Poh pursuant to Regulation 108(1) of the Company's Constitution. [See Explanatory Note (i)] Ordinary Resolution 3
4. To re-elect Mr Ong Shen Chieh (Wang Shengjie) pursuant to Regulation 107 of the Company's Constitution. [See Explanatory Note (ii)] Ordinary Resolution 4
5. To re-elect Ms Boey Souk-Tann pursuant to Regulation 107 of the Company's Constitution. [See Explanatory Note (iii)] Ordinary Resolution 5
6. To re-appoint Messrs BDO LLP as Auditors and to authorise the Directors to fix their remuneration Ordinary Resolution 6
7. To transact any other ordinary business which may properly be transacted at an AGM.

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## 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 in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 (“Companies Act”) and Rule 806 of the Listing Manual – Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”)**

That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation or 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;

- (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 always that:
  - (i) the aggregate number of shares (including shares to be issued pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) 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 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (ii) (subject to such calculation and adjustments 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 (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

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- (A) new shares arising from the conversion or exercise of any convertible securities;
- (B) new shares arising from exercising share options or vesting of share awards, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (C) any subsequent bonus issue, consolidation or subdivision of shares.

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(d) 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 the earlier.

[See Explanatory Note (iv)]

Ordinary Resolution 7

9. **Authority to issue shares under the V2Y Employee Share Option Scheme (formerly known as the Synagie Employee Share Option Scheme) ("V2Y ESOS")**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing V2Y ESOS and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the V2Y ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y ESOS and V2Y Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)]

Ordinary Resolution 8

10. **Authority to issue shares under the V2Y Performance Share Plan (formerly known as the Synagie Performance Share Plan) ("V2Y PSP")**

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That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the V2Y PSP and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the V2Y PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y PSP and V2Y ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)]

Ordinary Resolution 9

By Order of the Board

## **ONG SHEN CHIEH (WANG SHENGJIE)**

Executive Director and Chief Executive Officer

Singapore

7 April 2021

### **Explanatory Notes:**

- (i) Mr Lim Chuan Poh will, upon re-election as a Director of the Company, remain as the Non-Executive and Independent Chairman of the Board, Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee. The Nominating Committee and the Board considers Mr Lim Chuan Poh to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.
- (ii) Mr Ong Shen Chieh (Wang Shengjie) will, upon re-election as a Director of the Company, remain as an Executive Director and Chief Executive Officer of the Company. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.
- (iii) Ms Boey Souk-Tann will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director, Chairman of Nominating Committee as well as a member of the Audit Committee and Remuneration Committee. The Nominating Committee and the Board considers Ms Boey Souk-Tann to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.
- (iv) Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 50% 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, if any) will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) at the time this Ordinary Resolution 7 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 7 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

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- (v) Ordinary Resolutions 8 and 9, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 allot and issue shares pursuant to the exercise of Options and vesting of Awards under the V2Y ESOS and V2Y PSP, provided that the aggregate number of shares to be issued pursuant to the V2Y ESOS and V2Y PSP, when aggregated with the number of shares issued and issuable or transferred and to be transferred under any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

## Notes:

- i. The AGM will be held by way of 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. **Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be published on the Company's website at [http://www.v2y.si/investor\\_relations](http://www.v2y.si/investor_relations) and the SGXNet.**
- ii. The proceedings of the AGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through Relevant Intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) ("**Investors**") (including investors holding shares through the Supplementary Retirement Scheme ("**SRS Investors**")) who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at <http://V2Y.avaleasemgdwebinar.com> no later than 2 p.m. on 19 April 2021 (the "**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio feed of the proceedings of the AGM will be sent to authenticated members and Investors. Members and Investors who do not receive any email by 10.00 am on 21 April 2021, but have registered by the Registration Cut-Off Time, should contact the Company by email at [AGM2020@v2y.si](mailto:AGM2020@v2y.si). Investors holding shares through Relevant Intermediaries must also contact their respective Relevant Intermediaries as soon as possible to indicate their interest in order for the Relevant Intermediaries to make the necessary arrangements for them to participate in the "live" broadcast of the AGM.
- iii. **In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities in Singapore as well as the related safe distancing measures in Singapore, members and Investors will not be able to attend the AGM in person.**
- iv. **Members and Investors will not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the AGM (the "Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The Chairman, as proxy, need not be a member of the Company. The instrument for the appointment of proxy ("**proxy form**") may be accessed at the Company's website via the following link: [http://www.v2y.si/investor\\_relations](http://www.v2y.si/investor_relations) or the SGXNet. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
- v. The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. **An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify his/her voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM to submit his/her voting instructions.** This is so as to allow sufficient time for the respective Relevant Intermediaries to in turn submit a proxy form to appoint the Chairman to vote on their behalf.
- vi. The proxy form must be submitted to the Company in the following manner:
- (i) if submitted by post, be lodged with the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory Pte. Ltd.), at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
- (ii) if submitted electronically, be submitted via email to [AGM2020@v2y.si](mailto:AGM2020@v2y.si),

**in either case, not less than 72 hours before the time appointed for holding the AGM.**

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities as well as the related safe distancing measures in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

- vii. In the case of members of the Company whose Shares are entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act (Chapter 289)), the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

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viii. Members and Investors will not be able to ask questions “live” during the broadcast of the AGM. All members and Investors may submit questions relating to the business of the AGM no later than 2 p.m. on 19 April 2021:

(i) via the pre-registration website at <http://V2Y.availeasemgdwebinar.com>; or

(ii) by email to the Company at [AGM2020@v2y.si](mailto:AGM2020@v2y.si).

The Company will endeavour to answer all substantial and relevant questions prior to, or at, the AGM.

ix. All documents (including the Annual Report, proxy form, and this Notice of AGM) or information relating to the AGM have been, or will be, published on SGXNet and the Company’s website which can be accessed via the following link: [http://www.v2y.si/investor\\_relations](http://www.v2y.si/investor_relations). **Printed copies of the documents will not be despatched to members and Investors. Members and Investors are advised to check SGXNet and/or the Company’s website regularly for updates.**

## **Personal Data Privacy:**

By submitting the proxy form appointing the Chairman to attend, speak and vote at the AGM and/or any adjournment thereof, a member 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 the appointment of the Chairman as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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This notice has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor, RHT Capital Pte. Ltd. (“Sponsor”) for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Khong Choun Mun, Registered Professional, RHT Capital Pte. Ltd., 6 Raffles Quay, #24-02, Singapore 048580, [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com).