

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Revez Corporation Ltd. (the “**Company**”) will be held by way of electronic means on Thursday, 27 April 2023 at 2.00 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Lim Yeow Hua, as a Director of the Company, who ceases to hold office in accordance with Regulation 122 of the Company’s Constitution and being eligible, offers himself for re-election. [See Explanatory Note 1] **(Resolution 2)**
3. To re-elect Mr Lim Soon Tong, as a Director of the Company, who ceases to hold office in accordance with Regulation 122 of the Company’s Constitution and being eligible, offers himself for re-election. [See Explanatory Note 2] **(Resolution 3)**
4. To re-elect Mr Tan Kim Swee Bernard, as a Director of the Company, who ceases to hold office in accordance with Regulation 122 of the Company’s Constitution and being eligible, offers himself for re-election. [See Explanatory Note 3] **(Resolution 4)**
5. To re-elect Ms Jennifer Zhang Dan, as a Director of the Company, who ceases to hold office in accordance with Regulation 122 of the Company’s Constitution and being eligible, offers herself for re-election. [See Explanatory Note 4] **(Resolution 5)**
6. To approve the payment of Directors’ fees of up to S\$100,000/- for the financial year ending 31 December 2023, to be paid quarterly in arrears (2022: S\$140,000/-). [See Explanatory Note 5] **(Resolution 6)**
7. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. 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:

9. Authority to allot and issue shares **(Resolution 8)**

That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

 - (a) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

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- (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
- (b) notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:
 - (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b)(ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b)(ii) below);
 - (ii) subject to such 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 (b)(i) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, at the time this Resolution is passed after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (b) new Shares arising from exercising share options or vesting of share awards which are issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (iii) 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 SGX-ST) and the Company’s Constitution; and
 - (iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) 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 6]

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10. Authority to allot and issue Shares under the Revez's Performance Share Plan

(Resolution 9)

That pursuant to Section 161 of the Companies Act, and the provisions of the Revez's Performance Share Plan ("**Share Plan**"), authority be and is hereby given to the Directors of the Company 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 awards under the Share Plan, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the Share Plan shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time. [See Explanatory Note 7]

BY ORDER OF THE BOARD

Gwendolin Lee Soo Fern/Lai Kuan Loong, Victor
Company Secretaries

12 April 2023
Singapore

Explanatory Notes:

1. Arising from the recent Board changes there are no Directors retiring by rotation in accordance with Regulation 117 of the Company's Constitution or Rule 720(4) of the Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

Mr Lim Yeow Hua who was appointed as a Director of the Company on 30 January 2023, shall retire from office at the close of the Annual General Meeting ("**AGM**") and will be seeking re-election pursuant to Regulation 122 of the Company's Constitution. Mr Lim Yeow Hua, upon re-election as a Director of the Company, will remain as an Independent Director and Board Chairman of the Company, Chairman of the Audit & Risk Committee ("**ARC**"), Chairman of the Nominating Committee ("**NC**") and as a member of the Remuneration Committee ("**RC**"). Mr Lim Yeow Hua is considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

In line with Provisions 2.1 and 4.4 of the Code of Corporate Governance 2018 ("**2018 CG Code**"), there are no relationships or business relationships which Mr Lim Yeow Hua, his immediate family member, or an organisation in which Mr Lim Yeow Hua or his immediate family member is a substantial shareholder, partner (with 5% or more stake), executive officer or director of, has with the Company or any of its related corporations, and Mr Lim Yeow Hua is not and has not been directly associated with a substantial shareholder of the Company, in the current and immediate past financial year.

Key information on Mr Lim Yeow Hua as required pursuant to Rule 720(5) of the Catalyst Rules can be found in the section titled "Board of Directors & Key Management" and "Corporate Governance Report" of the Company's Annual Report 2022.

2. Mr Lim Soon Tong who was appointed as a Director of the Company on 30 January 2023, shall retire from office at the close of the AGM and will be seeking re-election pursuant to Regulation 122 of the Company's Constitution. Mr Lim Soon Tong, upon re-election as a Director of the Company, will remain as an Independent Director of the Company, Chairman of the RC and as a member of the ARC and NC. Mr Lim Soon Tong is considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

In line with Provisions 2.1 and 4.4 of the 2018 CG Code, there are no relationships or business relationships which Mr Lim Soon Tong, his immediate family member, or an organisation in which Mr Lim Soon Tong or his immediate family member is a substantial shareholder, partner (with 5% or more stake), executive officer or director of, has with the Company or any of its related corporations, and Mr Lim Soon Tong is not and has not been directly associated with a substantial shareholder of the Company, in the current and immediate past financial year.

Key information on Mr Lim Soon Tong as required pursuant to Rule 720(5) of the Catalyst Rules can be found in the section titled "Board of Directors & Key Management" and "Corporate Governance Report" of the Company's Annual Report 2022.

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3. Mr Tan Kim Swee Bernard who was appointed as a Director of the Company on 30 January 2023, shall retire from office at the close of the AGM and will be seeking re-election pursuant to Regulation 122 of the Company's Constitution. Mr Tan Kim Swee Bernard, upon re-election as a Director of the Company, will remain as a Non-Independent, Non-Executive Director of the Company.

Key information on Mr Tan Kim Swee Bernard as required pursuant to Rule 720(5) of the Catalist Rules can be found in the section titled "Board of Directors & Key Management" and "Corporate Governance Report" of the Company's Annual Report 2022.

4. Ms Jennifer Zhang Dan who was appointed as a Director of the Company on 30 January 2023, shall retire from office at the close of the AGM and will be seeking re-election pursuant to Regulation 122 of the Company's Constitution. Ms Jennifer Zhang Dan, upon re-election as a Director of the Company, will remain as an Executive Director of the Company.

Key information on Ms Jennifer Zhang Dan as required pursuant to Rule 720(5) of the Catalist Rules can be found in the section titled "Board of Directors & Key Management" and "Corporate Governance Report" of the Company's Annual Report 2022.

5. Ordinary Resolution 6, if passed, will authorise the Company to effect payment of Directors' fees to the Non-Executive Directors (including fees payable to members of the various committees of the Board) for the financial year ending 31 December 2023, such payments to be made quarterly in arrears at the end of each calendar quarter. This Resolution will facilitate the payment by the Company of the Directors' fees during the financial year in which they are incurred.
6. Ordinary Resolution 8, if passed, will empower the Directors of the Company, from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed 100% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders.
7. Ordinary Resolution 9, if passed, will authorise the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier, to allot and issue Shares in the Company, collectively of up to a number not exceeding 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time pursuant to the grant of share awards under the Revez's Performance Share Plan.

Other Notes:

- (i) The Company's forthcoming Annual General Meeting ("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. In addition, in line with the advisory by Singapore Exchange Regulation, the Company will be facilitating live engagement and live voting at its forthcoming AGM.
- (ii) 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 and the Proxy Form will not be sent to members. This Notice of AGM, the Annual Report 2022, and the Proxy Form may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> or at the Company's website at <https://revezcorp.com/investors/sgx-announcements/>.

"Live" Audio-Visual and "Live" audio-only stream

- (iii) Shareholders, including Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors, or their duly appointed proxies will be able to observe and/or listen to the AGM proceedings through "live" audio-visual webcast or "live" audio-only stream. To do so, shareholders will need to register at <https://conveneagm.sg/REVEZAGM2023> (the "Registration Link") by 2.00 p.m. on 24 April 2023 (the "Registration Deadline") to enable the Company to verify their status.
- (iv) Following verification, authenticated Shareholders or their duly appointed proxies will receive an email by 2.00 p.m. on 26 April 2023 containing instructions on how to access the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings.
- (v) Shareholders must not forward the abovementioned instructions to persons who are not Shareholders of the Company and who are not entitled to attend the AGM.
- (vi) Shareholders who register by the Registration Deadline but do not receive an email response by 2.00 p.m. on 26 April 2023, should email support@conveneagm.com.

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Voting at the AGM

(vii) Voting for the Ordinary Resolutions will be conducted by poll. Voting at the AGM may be carried out as set out below:

- (a) (where the member is an individual) vote “live” via electronic means at the AGM;
- (b) (where the member is an individual or corporate) submit a Proxy Form (in advance of the AGM) appointing a proxy(ies) (other than the Chairman of the AGM) to vote “live” via electronic means at the AGM on his behalf; or
- (c) (whether the member is an individual or a corporate) submit a Proxy Form (in advance of the AGM) appointing the Chairman of the meeting to cast votes, or abstain from voting, on their behalf.

Appointment of Proxy / Proxy Form Submission

(viii) A proxy need not be a member of the Company.

- (ix) The instrument appointing a proxy or proxies must be signed under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- (x) Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with the Notice of AGM and the Annual Report 2022 on SGXNET and the Company’s website.
- (xi) The instrument appointing a proxy or proxies must be submitted either:
 - (a) via post and deposited at the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07 Singapore 098632; or
 - (b) via email, to the Company at agm.teame@boardroomlimited.com.

in each case, not less than seventy-two (72) hours before the time appointed for the AGM.

Members are strongly encouraged to submit Proxy Forms electronically, via email.

CPF or SRS investors:

- (a) may vote “live” via electronic means at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the meeting as proxy to vote on their behalf at the AGM in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 2.00 p.m. on 18 April 2023 (i.e. at least seven (7) working days before the AGM).
- (xii) Appointed proxy(ies) will be prompted via email (within two (2) business days after the Company’s receipt of a validly completed and submitted instrument appointing a proxy(ies)) to pre-register at <https://conveneagm.sg/REVEZAGM2023>, in order to access the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings.
- (xiii) The Company shall be entitled to reject an instrument appointing a proxy(ies) 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 a proxy(ies) (including any related attachment). In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have Shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for the holding of the AGM as certified by The Central Depository (Pte) Limited to the Company.

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Submission of Questions

- (xiv) Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who participate by way of observing the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings may ask text-based questions live and online (in real time) during the AGM, by typing in and submitting their questions via the “live” “Ask a Question” function via the online platform hosting the audio-visual webcast.
- (xv) Alternatively, Shareholders (including CPF and SRS investors) may pre-submit questions relating to the Ordinary Resolutions by (a) email to gm@revezcorp.com or (b) submitted by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07 Singapore 098632; or (c) the Registration Link, by 2.00 p.m. on 19 April 2023. Members are strongly encouraged to submit questions electronically, via email or the Registration Link.
- (xvi) For questions submitted in advance of the AGM, the Company will provide responses to all questions which are substantial and relevant to the Ordinary resolutions by publication on the SGXNET and the Company’s website by 2.00 p.m. on 22 April 2023 (i.e. at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms) to facilitate Shareholders’ vote and allow Shareholders to make an informed decision on the Ordinary Resolutions to be tabled at the AGM.

Relevant Intermediaries

- (xvii) Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the AGM by (a) observing or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream; (b) submitting questions live and online (in real time) during the AGM or in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for recording keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company and/or his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the AGM) may be recorded by the Company for such purpose.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.

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 accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President at 8 Anthony Road, #01-01, Singapore 229957, Telephone (65) 6590 6881.