

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 551/2026

In the Matter of Section 210 of the Companies Act 1967

And

In the Matter of
Avarga Limited
(Company Registration No.: 196700346M)

... Applicant

SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act 1967

Among

Avarga Limited

And

The Shareholders (as defined herein)

And

TKO Pte. Ltd.

NOTICE IS HEREBY GIVEN that by an Order of Court made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Court Meeting**") of the shareholders (the "**Shareholders**") of Avarga Limited (the "**Company**") to be convened and such Court Meeting shall be held at YMCA @ One Orchard, Tan Chin Tuan Room Level 4, 1 Orchard Road, Singapore 238824 on 27 July 2026 at 2.30 p.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

THE SCHEME RESOLUTION

"**THAT** the scheme of arrangement dated 10 July 2026 proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (i) the Company, (ii) the Shareholders and (iii) TKO Pte. Ltd., a copy of which has been circulated with this Notice convening this Court Meeting, be and is hereby approved."

*All references to the Scheme Document in this Notice of Court Meeting shall mean the scheme document dated 10 July 2026 issued by the Company to the Shareholders (the "**Scheme Document**"). All capitalised terms used but not otherwise defined herein shall have the same meanings given to them in the Scheme Document.*

The said scheme of arrangement will be subject to, inter alia, the subsequent sanction of the Court.

IMPORTANT NOTICE FROM THE COMPANY:

The Court Meeting will be convened and held in a wholly physical format at YMCA @ One Orchard, Tan Chin Tuan Room Level 4, 1 Orchard Road, Singapore 238824 on 27 July 2026 at 2.30 p.m.. **There will be no option for Shareholders to participate in the Court Meeting virtually.**

Electronic copies of the Scheme Document (together with this Notice of Court Meeting and the Proxy Form) have been made available via publication on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the corporate website of the Company at the URL <https://www.avarga.com.sg/investor-relations/sgx-announcements/>. A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the corporate website of the Company. A printed copy of this Scheme Document, the Notice of Court Meeting and the Proxy Form will be despatched to Entitled Shareholders.

Notes:

1. A copy of the said scheme of arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 ("**Companies Act**") are incorporated in the Scheme Document of which this Notice of Court Meeting forms part.

Arrangements for Conduct of the Court Meeting

2. Arrangements relating to the conduct of the Court Meeting, including:
 - (a) attending the Court Meeting in person;
 - (b) submitting questions related to the Scheme Resolution to be tabled for approval at the Court Meeting, in advance of the Court Meeting or at the Court Meeting itself; and/or
 - (c) voting at the Court Meeting by the Shareholder (i) in person or (ii) by his/her/its duly appointed proxy,are set out in this Notice of Court Meeting. Any reference to a time of day is made by reference to Singapore time.

Shareholders, including CPFIS Investors and SRS Investors, or, where applicable, their appointed proxy who will be attending the Court Meeting in person should bring along their NRIC/passport so as to enable the verification of their identity on the day of the Court Meeting.

Questions & Answers, Minutes of Court Meeting

3. Shareholders, including CPFIS Investors and SRS Investors, may submit questions related to the Scheme Resolution to be tabled for approval at the Court Meeting, in advance of the Court Meeting. To do so, all questions must be submitted in the following manner by 11.59 p.m. on 17 July 2026:
 - (a) if submitted electronically, via e-mail to admin@avarga.com.sg; or
 - (b) if submitted by post, be lodged at the registered office of the Company at 1 Kim Seng Promenade, #13-10 Great World City, Singapore 237994.
4. Shareholders, including CPFIS Investors and SRS Investors, who submit questions via e-mail or by post to the Company must provide the following information:
 - (a) the Shareholder's full name;
 - (b) the Shareholder's full NRIC/FIN/Passport/Company Registration Number;
 - (c) the Shareholder's full address, contact number and email address; and
 - (d) the manner in which the Shareholder holds Shares in the Company (e.g. via CDP, SCRIP, CPF and/or SRS).

5. Shareholders are strongly encouraged to submit their questions electronically via e-mail.
6. The Company will endeavour to address all substantial and relevant questions received by it in the manner set out above by 2.30 p.m. on 22 July 2026 (being at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms) and the Company's responses will be posted on SGXNet and the corporate website of the Company.

For questions or follow-up questions received after the deadline for the submission of questions of 11.59 p.m. on 17 July 2026, the Company will endeavour to address all substantial and relevant questions submitted by Shareholders at the Court Meeting.

Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

7. Shareholders (including CPFIS Investors and SRS Investors) or, where applicable, their appointed proxy, may also ask the Chairman of the Court Meeting substantial and relevant questions related to the Scheme Resolution at the Court Meeting.
8. The Company will publish the minutes of the Court Meeting on the corporate website of the Company and on SGXNet within one (1) month from the date of the Court Meeting, and the minutes will include the responses to the substantial and relevant questions received from Shareholders which were addressed during the Court Meeting.

Voting, or appointing a proxy to vote, at the Court Meeting

9. A Shareholder who wishes to exercise his/her/its voting rights at the Court Meeting may:
 - (a) vote at the Court Meeting in person; or
 - (b) appoint a proxy to vote on his/her/its behalf at the Court Meeting.
10. A Shareholder which is not a relevant intermediary (as defined in paragraph 19 below) who is entitled to attend, speak and vote at the Court Meeting may only appoint one (1) proxy to attend, speak and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Shares at the Court Meeting (whether in person or by proxy) in one (1) way. Where a Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
11. A proxy need not be a member of the Company and may be the Chairman of the Court Meeting.
12. A Shareholder who wishes to submit an instrument appointing a proxy must complete the accompanying proxy form (the "**Proxy Form**"), before submitting it in the manner set out below and the instructions set out in the Proxy Form.
13. Printed copies of this Notice of Court Meeting and the Proxy Form will be sent to Shareholders. The Proxy Form may also be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the corporate website of the Company at the URL <https://www.avarga.com.sg/investor-relations/sgx-announcements/>.
14. In the case of joint holders of Shares, any one (1) of such persons may vote, but if more than one (1) of such persons be present at the Court Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001) shall alone be entitled to vote.
15. The completed and signed Proxy Form for the Court Meeting (together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power or authority) must be submitted to the Share Registrar, B.A.C.S. Private Limited in the following manner:
 - (a) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via e-mail to main@zicoholdings.com; or
 - (b) if submitted by post, be lodged at the office of the Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,in either case, by 2.30 p.m. on 24 July 2026, being not less than 72 hours before the time fixed for the Court Meeting.
16. **Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via e-mail.**
17. If any Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated therein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Shareholder are not ascertainable from the instructions of the Shareholder specified in the Proxy Form (if applicable), the Shareholder and the proxy of such Shareholder (if applicable) may only be admitted to the Court

Meeting at the discretion of the Chairman of the Court Meeting. Any such Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.

18. **Relevant Intermediaries:**

- (a) Persons who hold Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, and who wish to participate in the Court Meeting should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, may (i) vote at the Court Meeting if they are appointed as proxy by their respective relevant intermediaries; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.
- (b) In addition, CPFIS Investors and SRS Investors may (i) vote at the Court Meeting if they are appointed as proxy by their respective CPF Agent Banks or SRS Agent Banks, and should contact their respective CPF Agent Banks or SRS Agent Banks if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective CPF Agent Banks or SRS Agent Banks, and should approach their respective CPF Agent Banks or SRS Agent Banks by 5.00 p.m. on 15 July 2026, being at least seven (7) Business Days before the date of the Court Meeting.

19. In relation to any Shareholder which is a relevant intermediary:

- (a) subject to paragraph 19(b) below, a Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Shares held on behalf of its sub-account holders in the same way provided that (i) each vote is exercised in relation to a different Share; and (ii) the voting rights attached to all or any of the Shares in each sub-account may only be cast at the Court Meeting in one (1) way but, for the avoidance of doubt, the voting rights of such Shares need not be cast in the same way as the Shares in another sub-account; and
- (b) a Shareholder which is a relevant intermediary may appoint more than two (2) proxies in relation to the Court Meeting to exercise all or any of such Shareholder's rights to attend and to speak and vote at the Court Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Share or Shares held by the Shareholder on behalf of its sub-account holders (which number and class of Shares must be specified), provided that no more than one (1) proxy may be given in respect of each sub-account which holds Shares. Where a proxy is appointed in accordance with this paragraph 19(b) in respect of Shares held on behalf of only one (1) sub-account holder, such proxy may only cast all the voting rights attached to all or any of the Shares in such sub-account at the Court Meeting in one (1) way.

A "relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act 1970 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;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
- (iii) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953, 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 Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

20. For the purposes of determining whether the conditions under Section 210(3AB)(a) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme Resolution being passed by a majority in number of the Shareholders present and voting either in person or by proxy at the Court Meeting) (the "**Headcount Condition**") and Section 210(3AB)(b) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme Resolution being passed by Shareholders representing at least 75% in value of the Shares held by Shareholders present and voting either in person or by proxy at the Court Meeting) (the "**Value Condition**") are satisfied:

- (a) each proxy appointed in accordance with paragraph 10 above and which casts a vote in respect of its Shares for or against the Scheme shall be treated as:
 - (i) casting one (1) vote in number for the purposes of the Headcount Condition; and
 - (ii) the value represented by the proxy for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights are being exercised by the proxy.

Where a person has been appointed in accordance with paragraph 10 above as the proxy of more than one (1) Shareholder to vote at the Court Meeting, the votes of each such proxy shall be counted as separate votes

attributable to each appointing Shareholder for the purposes of the Headcount Condition and the Value Condition; provided that the proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified);

- (b) each proxy appointed in accordance with paragraph 19(b) above and which casts a vote in respect of its Shares for or against the Scheme shall be treated as:
 - (i) casting one (1) vote in number for the purposes of the Headcount Condition; and
 - (ii) the value represented by the proxy for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights are being exercised by the proxy.

Where a person has been appointed in accordance with paragraph 19(b) above as the proxy of more than one (1) sub-account holder to vote at the Court Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing sub-account holder for the purposes of the Headcount Condition and the Value Condition; provided that such proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified);

- (c) where a Shareholder which is a relevant intermediary casts the voting rights attached to the Shares held on behalf of its sub-account holder(s) for and/or against the Scheme:
 - (i) such relevant intermediary shall be treated as casting one (1) vote in number for the purposes of the Headcount Condition in respect of each sub-account holder on whose behalf the Shareholder which is a relevant intermediary casts the voting rights attached to the Shares; and
 - (ii) the value represented by the relevant intermediary for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights “for” and/or “against” the Scheme are being exercised by the relevant intermediary,

provided that the Shareholder which is a relevant intermediary shall submit to the Company’s Share Registrar, B.A.C.S. Private Limited., by no later than 2.30 p.m. on 24 July 2026, either:

- (A) by e-mail to main@zicoholdings.com; or
- (B) by post to the Company’s Share Registrar, **B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,**

the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Shares in such sub-account; and

- (d) where a Shareholder which is a relevant intermediary casts the voting rights attached to the Shares held on behalf of its sub-account holder(s) both for and against the Scheme without submitting to the Company’s Share Registrar the information required under paragraph 20(c) above then, without prejudice to the treatment of any proxies appointed in accordance with paragraph 19(b) above:
 - (i) such relevant intermediary shall be treated as casting one (1) vote in favour of the Scheme for the purposes of the Headcount Condition if the relevant intermediary casts more votes for the Scheme than against the Scheme;
 - (ii) such relevant intermediary shall be treated as casting one (1) vote against the Scheme for the purposes of the Headcount Condition if the relevant intermediary casts more votes against the Scheme than for the Scheme;
 - (iii) such relevant intermediary shall be treated as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Condition if the relevant intermediary casts equal votes for and against the Scheme; and
 - (iv) with respect to each of the scenarios set out in paragraphs 20(d)(i), 20(d)(ii) and 20(d)(iii) above, the value represented by the relevant intermediary for the purposes of the Value Condition shall be the number of Shares in relation to which voting rights “for” and “against” the Scheme are being exercised by the relevant intermediary.

21. Please see the Scheme Document and the notes to the Proxy Form for more information.

Personal Data Privacy:

22. By (i) attending the Court Meeting; (ii) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Court Meeting and/or any adjournment thereof; and/or (iii) submitting any question in advance of, or at, the Court Meeting, a Shareholder:
- (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (and/or its agents or service providers) for the following purposes:
 - (i) the processing, administration and analysis by the Company (and/or its agents or service providers) of proxy(ies) and representative(s) appointed for the Court Meeting (including any adjournment thereof);
 - (ii) the addressing of questions received from Shareholders in advance of or at the Court Meeting and, if necessary, the following up with the relevant Shareholders in relation to such questions;
 - (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Court Meeting (including any adjournment thereof); and
 - (iv) in order for the Company (and/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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (and/or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
 - (c) agrees to provide the Company (and/or its agents or service providers) with written evidence of such prior consent upon reasonable request;
 - (d) agrees that the Shareholder will indemnify the Company (and/or its agents or service providers) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty; and
 - (e) agrees and consents to such photographic, sound and/or video recordings of the Court Meeting as may be made by the Company (and/or its agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the Court Meeting. Accordingly, the personal data of the Shareholder (such as his/her/its name, his/her/its presence at the Court Meeting and any questions he/she/it may raise or motions he/she/it may propose/second) may be recorded by the Company (and/or its agents or service providers) for such purpose.

Dated this 10 July 2026

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Instructed Counsel for Court
Applications