

# HS OPTIMUS HOLDINGS LIMITED

(Incorporated in Singapore)  
(Registration No. 199504141D)  
(the "Company")

## NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 11 March 2021 (the "Circular").

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the Company will be held by way of electronic means on Friday, 26 March 2021 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

### ORDINARY RESOLUTION – PROPOSED CHANGE OF AUDITORS

That:-

- approval be and is hereby given for the appointment of Ernst & Young LLP ("EY") as Auditors in place of Baker Tilly TFW LLP ("Baker Tilly"), with effect from the date of approval of Shareholders of this resolution and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms to be agreed between the Directors and EY; and
- the Directors and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

By Order of the Board

**Gloria Wong**  
Executive Director  
11 March 2021

Notes to the Resolution:

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- the outgoing auditors, Baker Tilly, have confirmed to EY, by way of its letter dated 10 February 2021, that they are not aware of any professional reasons why EY should not accept the appointment as Auditors;
- the Company confirms that there were no disagreements with Baker Tilly on accounting treatments within the last 12 months;
- the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
- the specific reasons for the Proposed Change of Auditors are disclosed in paragraph 2.2 of the Circular. The Company confirms that the Proposed Change of Auditors is neither due to the dismissal of Baker Tilly nor Baker Tilly declining to stand for re-appointment at the Company's forthcoming AGM; and
- the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of EY as the Auditors.

Notes:

- The extraordinary general meeting of the Company (the "EGM" or the "Meeting") to be held on Friday, 26 March 2021 at 10.00 a.m. is being convened, and 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 EGM, the Circular and the accompanying Proxy Forms will not be sent to members of the Company.** Instead, this Notice of EGM, the Circular accompanying this Notice of EGM and the accompanying proxy form for the Meeting will be (i) uploaded on SGXNET; and (ii) published on the Company's corporate website at the URL [www.hso.com.sg/investor-relations/egm-2021/](http://www.hso.com.sg/investor-relations/egm-2021/). A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNET and the Company's designated website

- Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Meeting, are set out in the Company's accompanying letter to shareholders dated 11 March 2021 (the "Announcement"), which has been uploaded together with this Notice of EGM on SGXNET on the same day. The Announcement may also be accessed at the Company's corporate website at the URL [www.hso.com.sg/investor-relations/egm-2021/](http://www.hso.com.sg/investor-relations/egm-2021/). For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of EGM in respect of the Meeting.

In particular, the Meeting will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the Meeting through a "live" webcast ("**LIVE WEBCAST**") via their smart phones, tablets or computers. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST must register by 10.00 a.m. on 23 March 2021 ("**Registration Deadline**") (being not less than seventy-two (72) hours before the time appointed for holding the EGM). To do so, the shareholders are required to pre-register their participation at the EGM by emailing their full name (as per CDP/Script/CPF/SRS Records), email address (for receipt of login credentials) and full NRIC/Passport Numbers to [RSVP@boardroomlimited.com](mailto:RSVP@boardroomlimited.com) for verification of their status as shareholders (or the corporate representatives of such shareholders). Upon successful pre-registration, each such shareholder or its corporate representative will receive an email by **10:00 a.m. on 24 March 2021**. The email will contain a link to access the webcast of the EGM proceedings, together with the relevant log in details and instructions. Shareholders who do not receive any email by **10:00 a.m. on 25 March 2021**, but have registered by the Registration Deadline, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (Mondays to Fridays, excluding Public Holidays, from 9.00 a.m. to 5.30 p.m.) or by email to [RSVP@boardroomlimited.com](mailto:RSVP@boardroomlimited.com).

Members holding shares through relevant intermediaries (other than CPF or SRS investors) will not be able to pre-register for the "live" webcast or "live" audio feed of the EGM. Such Members who wish to participate in the "live" webcast or "live" audio feed of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

- Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM. If a member of the Company (whether individual or corporate and including a Relevant Intermediary) wishes to exercise their voting rights at the Meeting, they must appoint the Chairman of the Meeting as his/her/proxy to attend, speak and vote on their behalf at the Meeting.** In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

- The Chairman of the Meeting, as proxy, need not be a member of the Company.

- The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

- if submitted by post, be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
- if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [RSVP@boardroomlimited.com](mailto:RSVP@boardroomlimited.com) in either case, by no later than 10.00 a.m. on 24 March 2021 (being not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A member of the Company who wishes to submit a 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 the related safe distancing measures which may make it difficult for Shareholders of the Company to submit completed proxy forms by post, Shareholders of the Company are strongly encouraged to submit completed proxy forms electronically via email.

CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 10.00 a.m. on 18 March 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

- In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

- Members will not be able to ask questions "live" during the broadcast of this EGM. All members may submit questions relating to the business of this EGM no later than 10.00 a.m. on 23 March 2021:

- via the pre-registration email at [RSVP@boardroomlimited.com](mailto:RSVP@boardroomlimited.com);
- by email to [egm2021@hso.com.sg](mailto:egm2021@hso.com.sg); or
- if submitted by post, be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.** The Company will endeavour to answer all substantial and relevant questions prior to, or at, this EGM.

- All documents (including the proxy form, this Notice of EGM and the Circular) or information relating to the business of this EGM have been, or will be, published on SGXNET and/or the Company's website at [www.hso.com.sg/investor-relations/egm-2021/](http://www.hso.com.sg/investor-relations/egm-2021/). Printed copies of these documents will not be despatched to members. Members, CPF and SRS investors are advised to check SGXNET and/or the Company's website regularly for updates.

- The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.

- A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

\* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Cap. 19) 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; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST, or (c) submitting any question prior to the Meeting in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- processing of the registration for purpose of granting access to members of the Company (or their corporate representatives in the case of members of the Company which are legal entities) to the LIVE WEBCAST to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- addressing relevant and substantial questions from members of the Company received before the Meeting and if necessary, following up with the relevant members of the Company in relation to such questions; and
- enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

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, his presence at the Meeting and any questions he may raise or motions he propose/ second) 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, R & T Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this notice including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

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. Howard Cheam Heng Haw (Telephone: +65 6232 0685) at R & T Corporate Services Pte. Ltd., 9 Straits View, Marina One West Tower, #06-07, Singapore 018937.