

  
A CMMI LEVEL 5 COMPANY  
**AZEUS SYSTEMS HOLDINGS LTD.**  
(Incorporated in Bermuda on 10 May 2004)  
(Registration Number: 35312)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Azeus Systems Holdings Ltd. (the “Company” or “Azeus”) will be convened and held at Sky Ballroom Three, PARKROYAL on Beach Road, 7500 Beach Road, Singapore 199591 and by electronic means on Monday 31 July 2023 at 10:00 a.m., to transact the following business:

### As Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2023, together with the Directors’ Statement and the Auditor’s Report thereon. **[Resolution 1]**
2. To declare final dividend of HK\$1.08 per share for the financial year ended 31 March 2023. **[Resolution 2]**
3. To approve the payment of Directors’ Fees of S\$78,000 for the financial year ended 31 March 2023. [2022: S\$78,000] **[Resolution 3]**
4. To re-elect Mr Lee Wan Lik, a Director who retires pursuant to Bye-Law 104 of the Company’s Bye-Laws. [See Explanatory Note (i)] **[Resolution 4]**
5. To record the retirement of Mr Koji Miura, a Director retiring pursuant to Bye-Law 104 of the Company’s Bye-Laws, who will not seek for re-election and will retire at the conclusion of the AGM. [See Explanatory Note (ii)]
6. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors and to authorize the Directors to fix their remuneration. **[Resolution 5]**

### As Special Business

To consider and if deemed fit to pass the following Ordinary Resolutions with or without modifications:-

#### 7. **Authority to allot and issue shares**

That pursuant to Rule 806 of the Listing Manual of SGX-ST, authority be and is hereby given to the Directors of the Company to allot and issue whether by way of rights, bonus or otherwise (i) shares in the Company (“**Shares**”); (ii) convertible securities; (iii) additional convertible securities (where an adjustment to the number of convertible securities to which a holder is originally entitled to, is necessary as a result of any rights, bonus or other capitalization issues by the Company), notwithstanding that such authority may have ceased to be in force at the time such additional convertible securities are issued, provided that the adjustment does not give the holder of the convertible securities a benefit that a shareholder of the Company (“**Shareholder**”) does not receive; and/or (iv) shares arising from the conversion of securities in (ii) and additional convertible securities in (iii) above, notwithstanding that such authority may have ceased to be in force at the time the shares are to be issued, and any such issue may be made at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit,

Provided that:-

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed 50% of the total number of the issued shares (excluding treasury shares and subsidiary holdings) of the Company, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 20% of the total number of the issued shares (excluding treasury shares and subsidiary holdings) of the Company;

(ii) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of this Resolution, the percentage of the issued share capital shall be based on the Company's total number of the issued shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:

- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance to subparagraph (ii)(a) and (ii)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

(iii) 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 Bye-Laws for the time being of the Company; and

(iv) (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 (iii)]

**[Resolution 6]**

## 8. **Renewal Of Share Buy-Back Mandate**

That:

(a) for the purposes of the Bermuda Companies Act and otherwise in accordance with the rules and regulations of the SGX-ST, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases, transacted on the SGX-ST through the ready market on the SGX-ST trading system through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchases**"); and/or
- (ii) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Companies Act ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations Singapore and Bermuda and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-back Mandate**");

(b) unless varied or revoked by the Company in general meeting prior to the next annual general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of 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;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting;

(c) the Directors 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 by this Resolution.

In this Resolution:

**“Average Closing Price”** means

- (i) in the case of a Market Purchase, the average of the Closing Market Prices (as defined below) of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices (as defined below) of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the listing manual of the SGX-ST (as amended or modified from time to time) for any corporate action that occurs during such five (5) Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase.

**“Bermuda Companies Act”** means the Companies Act 1981 of Bermuda, as amended or modified from time to time.

**“Closing Market Price”** means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources.

**“Companies Act”** means the Companies Act 1967 of Singapore, as amended or modified from time to time.

**“date of the making of the offer”** means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase

**“Market Day”** means a day on which the SGX-ST is open for trading in securities.

**“Maximum Percentage”** means that number of Shares representing not more than 10.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 Bermuda Companies Act, in which event the total number of Shares of the Company shall be taken to be the total number of issued Shares as altered after such capital reduction. Any Shares which are held as Treasury Shares or subsidiary holdings will be disregarded for purposes of computing the 10.0% limit.

**“Maximum Price”** means:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares,

in either case, excluding related expenses of the Market Purchase or Off-Market Purchase (as the case may be).

[See Explanatory Note (iv)]

**[Resolution 7]**

9. To transact any other business that may properly be transacted at an Annual General Meeting.

By Order of the Board

Yap Wai Ming  
Company Secretary  
Singapore, 10 July 2023

## Explanatory Notes

- (i) **Resolution 4**, Mr Lee Wan Lik if re-elected, will remain as the Executive Director of the Company, and continue to serve as Chairman of the Board.
- (ii) Mr Koji Miura will retire as an Independent Director of the Company at the conclusion of the AGM. Upon Mr Miura's retirement, he will cease to be the Chairman of the Audit Committee and a member of the Remuneration Committee.
- (iii) **Resolution 6**, if passed, will authorise the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company up to an amount not exceeding 50% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to the shareholders of the Company. The Company cannot rely on the authority given under Resolution 6 for an issue of convertible securities if the maximum number of shares to be issued upon conversion cannot be determined at the time of issue of the convertible securities.
- (iv) **Resolution 7**, if passed, will empower the Directors of the Company from the date of the AGM until the next annual general meeting of the Company to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten percent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price. Information relating to Resolution 7 are set out in Appendix Circular to the Annual Report dated 10 July 2023.

## IMPORTANT INFORMATION

The Annual General Meeting is being convened and will be held physically in Singapore and concurrently via electronic means, to facilitate shareholders to attend the AGM at either one option (either physically or virtually) at their preference.

Shareholders of the Company ("**Shareholders**") should take note of the following arrangements for the conduct of the AGM on 31 July 2023:

### (a) Attendance

Virtual Meeting	Physical Meeting
<p data-bbox="225 1093 400 1122"><u>Pre-registration</u></p> <p data-bbox="225 1149 823 1229">Proceedings of the AGM will be broadcasted through live audiovisual and audio-only feeds ("<b>Live Webcast</b>").</p> <p data-bbox="225 1256 823 1370">Shareholders who opt to attend the Virtual Meeting must pre-register online at the URL: <a href="https://conveneagm.sg/azeusagm2023">https://conveneagm.sg/azeusagm2023</a> for verification purposes latest by 10.00 a.m. on 29 July 2023.</p> <p data-bbox="225 1397 823 1592">Shareholders who are appointing Proxyholder(s) to attend the Virtual Meeting should inform his/her Proxyholder(s) to pre-register at the URL: <a href="https://conveneagm.sg/azeusagm2023">https://conveneagm.sg/azeusagm2023</a> not less than forty-eight (48) hours before the time appointed for the holding of the AGM (i.e. by 10:00 a.m. on 29 July 2023), failing which the appointment shall be invalid.</p> <p data-bbox="225 1619 823 1789">Following verification, the Company will provide authenticated Shareholders and Proxyholders with a confirmation email by 30 July 2023 ("Confirmation Email for Virtual Meeting") via the e-mail address provided during pre-registration or as indicated in the Proxy Form to access the Live Webcast to:</p> <ul style="list-style-type: none"> <li data-bbox="225 1816 823 1921">(i) Watch the live feed of the AGM proceedings via the login credentials created during pre-registration or login with their Singpass account; or</li> </ul>	<p data-bbox="847 1093 1023 1122"><u>Pre-registration</u></p> <p data-bbox="847 1149 1445 1205">AGM will be held at Sky Ballroom Three, PARKROYAL on Beach Road, 7500 Beach Road, Singapore 199591.</p> <p data-bbox="847 1232 1445 1346">Shareholders who opt to attend the Physical Meeting must pre-register online at the URL: <a href="https://conveneagm.sg/azeusagm2023">https://conveneagm.sg/azeusagm2023</a> for verification purposes latest by 10:00 a.m. on 29 July 2023.</p> <p data-bbox="847 1373 1445 1509">Due to limited number of attendees at the AGM venue, the Company reserves the right to select verified Shareholders for attendance at the AGM venue based on pre-registration by Shareholders who have indicated interest to attend the AGM physically.</p> <p data-bbox="847 1536 1445 1816">Shareholders who are appointing Proxyholder(s) to attend the Physical Meeting on his/her behalf should inform his/her Proxyholder(s) to pre-register and specify his/her/their intention to attend the Physical Meeting at the URL: <a href="https://conveneagm.sg/azeusagm2023">https://conveneagm.sg/azeusagm2023</a> and indicate not less than forty-eight (48) hours before the time appointed for the holding of the AGM (i.e. by 10:00 a.m. on 29 July 2023), failing which the appointment shall be invalid.</p>

<p>(ii) Observe the AGM proceedings by dialing in to the telephone number provided in the email.</p> <p>Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above mentioned link or telephone number to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.</p> <p>Shareholders who have registered by 10:00 a.m. on 29 July 2023 but have not received the Confirmation Email for Virtual Meeting by 30 July 2023, please email to: <a href="mailto:support@conveneagm.com">support@conveneagm.com</a>.</p> <p>If you have any queries on the Live Webcast, please email to: <a href="mailto:support@conveneagm.com">support@conveneagm.com</a> or call the Singapore toll-free telephone number +65 6856 7330.</p>	<p>Authenticated Shareholders and Proxyholders who are successful in the pre-registration to attend the Physical Meeting will receive an email by 30 July 2023 (“Confirmation Email for Physical Meeting”) via the e-mail address provided during pre-registration or as indicated in the Proxy Form.</p> <p>Authenticated Shareholders who are unsuccessful in the pre-registration to attend the Physical Meeting will receive Confirmation Email for Virtual Meeting by 30 July 2023 to attend the Virtual Meeting to access the Live Webcast to:</p> <p>(i) Watch the live feed of the AGM proceedings via the login credentials created during pre-registration or login with their Singpass account; or</p> <p>(ii) Observe the AGM proceedings by dialing in to the telephone number provided in the email.</p> <p>Shareholders who have registered by 10:00 a.m. on 29 July 2023 but have not received the Confirmation Email for Physical Meeting or the Confirmation Email for Virtual Meeting by 30 July 2023, please email to: <a href="mailto:support@conveneagm.com">support@conveneagm.com</a>.</p> <p>If you have any queries on the attendance at the AGM venue, please email to: <a href="mailto:support@conveneagm.com">support@conveneagm.com</a> or call the Singapore toll-free telephone number +65 6856 7330.</p>
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**(b) Questions Relating to the Agenda of the AGM:**

(i) Shareholders can submit questions in advance of the AGM, or (ii) ask questions at the Physical Meeting during the AGM or (iii) submit questions at the Virtual Meeting during the AGM.

(i) Submitting questions in advance of the AGM

Shareholders can submit questions in advance relating to the business of the AGM either via:

- (a) deposited at the office of the Company’s Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) electronic mail to: [support@conveneagm.com](mailto:support@conveneagm.com); or
- (c) pre-registration website at the URL: <https://conveneagm.sg/azeusagm2023>

All questions submitted in advance of the AGM via any of the above must be received by 10.00 am on 17 July 2023.

Shareholders (including CPF Investors and SRS Investors) and, where applicable, appointed proxy(ies) who have pre-registered to the Virtual Meeting and Physical Meeting can also ask “live” during the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, by submitting text-based questions through typing their questions or using the video call option via the online platform hosting the audio-visual webcast and audio-only stream or in person at the AGM venue.

The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the AGM by 26 July 2023 and/or during the AGM proceedings. Such questions from shareholders and responses from the Company will be published on the Company’s website and the website of the SGX-ST.

- (ii) Submitting questions during the AGM

<b>Virtual Meeting</b>	<b>Physical Meeting</b>
<p>Shareholders and Proxyholders who pre-registered and are verified to attend the Virtual Meeting will be able to ask questions relating to the agenda of the AGM during the AGM by:</p> <p>Submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.</p> <p>Clicking the "Ask a Question" feature and then clicking the "Queue for Video call" via the Live Webcast. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audiovisual or audio means during the AGM within a certain prescribed time limit.</p>	<p>Successful authenticated Shareholders and Proxyholders attending the Physical Meeting will be able to ask questions in person at the AGM venue.</p> <p>Successful authenticated Shareholders and Proxyholders attending the Physical Meeting will also be able to ask questions relating to the agenda of the AGM during the AGM by submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.</p>

- (iii) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. Consequently, not all questions may be individually addressed.

**(c) Voting:**

Live voting will be conducted during the AGM for Shareholders and Proxyholders attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxyholders to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting. For optimal experience, users should update their devices' operating system and browsers to the latest available versions.

Shareholders and Proxyholders will be required to log-in via the e-mail address (or unique QR code provided at the physical meeting) provided during pre-registration or as indicated in the Proxy Form.

- (i) **Live Voting:** Shareholders and Proxyholders may cast their votes in real time for each resolution to be tabled at the AGM via the login credentials created during pre-registration or via their Singpass account. Shareholders and Proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxyholders must bring a web-browser enabled device in order to cast their vote.

As specified in paragraph (e) below, CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's share should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

- (ii) **Voting via appointing Chairman as Proxy:** As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman as proxy to vote on their behalf.

**(d) Submission of Proxy Form:**

Duly completed Proxy Forms must be submitted in the following manner:

- (1) Deposited at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (2) Electronic mail attaching clear scanned and signed PDF copy of the Proxy Form to: [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com) or

- (3) Online process through the pre-registration website at the URL: <https://conveneagm.sg/azeusagm2023> in electronic format,

in each case, not less than **forty-eight (48)** hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on 29 July 2023).

Printed copy of the Proxy Form has been dispatched to the shareholders together with this Notice of AGM, and also published on the SGXNet and the Company's website at the URL: <https://www.azeus.com/category/announcements/>.

In completing the Proxy Form, Shareholder should specifically direct the proxy on how he/she is to vote for or vote against or abstain from voting on the resolutions to be tabled at the AGM.

- (e) **CPF/SRS Investors:** CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's share should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible if they wish to attend the AGM in person or if they wish to appoint the Chairman of the AGM to vote of their behalf. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven working days before the AGM (i.e. by 20 July 2023), in order to allow sufficient time for their respective CPF Agent Bank/SRS Operator to in turn submit the Proxy Forms no later than the Proxy Deadline.

(f) **Access to documents or information relating to the AGM**

The Company's Bye-Laws permit it to serve or deliver or sent documents relating to meeting of the shareholders, by electronic communication or other electronic means.

In line with the Company's corporate social responsibility initiatives and environmental sustainability efforts and as permitted under the Company's Bye-Laws, the FY2023 Annual Report and Circular (renewal of share buy-back mandate) have been published and available for download or online viewing by the shareholders at the Company's corporate website at the URL: <https://www.azeus.com/investors/annual-reports/> and the Singapore Exchange Securities Trading Limited's website at the URL: <https://www.sgx.com/securities/company-announcements>.

Printed copy of the Annual Report and Circular will not be mailing to the shareholders.

For shareholders who wish to receive a printed copy of the FY2023 Annual Report and Circular (renewal of share buy-back mandate) they are required to complete the Request Form and return it by 20 July 2023 in the following manner:

- (i) in physical copy by depositing the same at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) by email to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).

Notwithstanding the above, printed copies of the following documents will be dispatched to the shareholders:

- (i) Notice of AGM;
- (ii) Proxy Forms for the AGM; and
- (iii) Request Form.

(g) **Filming and Photography**

When a Shareholder or Proxyholder attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her videos and/or photographs being taken for the purpose of publication on the Company's website and publicity materials without further notification.

**Notes:**

1. A Shareholder being a Depositor whose name appears in the Depository Register wishes to attend and vote at the AGM, should complete the proxy form and deposit the duly completed proxy form in the manner set out under the section titled "IMPORTANT INFORMATION".
2. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at forty-eight (48) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
3. The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

**PERSONAL DATA PRIVACY**

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General 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 (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.