

**VALUEMAX GROUP LIMITED**  
(Incorporated in Singapore)  
(Company Registration Number: 200307530N)  
(the "**Company**")

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 261 Waterloo Street #01-35, Singapore 180261 on 24 April 2024 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 December 2023 and the Directors' Statement and the Auditor's Report thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax exempt dividend of 2.2 cents per share for the financial year ended 31 December 2023. **(Resolution 2)**
3. To approve the Directors' fees of S\$185,000/- for the financial year ended 31 December 2023 (31 December 2022: S\$185,000/-). **(Resolution 3)**
4. To re-elect Dr Tan Guan Hiang, who is retiring by rotation pursuant to Article 98 of the Company's Constitution and wishes to seek re-election as a Director of the Company. **(Resolution 4)**

Dr Tan Guan Hiang, will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

5. To re-elect the Mr. Lim Teck Chai, Danny, who is retiring pursuant to Article 98 of the Company's Constitution and wishes to seek re-election as a Director of the Company. **(Resolution 5)**

Mr. Lim Teck Chai, Danny will, upon re-election as a Director of the Company, remain as a member of the Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

6. To re-elect the Mr. Yeah Hiang Nam who is retiring pursuant to Article 98 of the Company's Constitution and wishes to seek re-election as a Director of the Company. **(Resolution 6)**
7. To re-appoint Messrs. Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 7)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

8. **Authority to allot and issue shares**

(a) "That, pursuant to Section 161 of the Companies Act 1967 (the "**Act**"), and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

- (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always 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) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
- a) new shares arising from the conversion or exercise of convertible securities, or
- b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
- c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting 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 1)

**(Resolution 8)**

9. **Proposed Renewal of Shareholders' General Mandate for the Interested Person Transactions**

That approval be and is hereby given:

1. for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Chapter 9**"), for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Section 2.5 of the Circular with the class of interested persons (as described in Section 2.4 of the Circular), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for such interested person transactions (the "**Proposed Renewal of IPT Mandate**");
2. the Proposed Renewal of IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
3. the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the Proposed Renewal of IPT Mandate and/or this resolution.

**(Resolution 9)**

## NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

**NOTICE IS HEREBY GIVEN** that, subject to the approval of shareholders to the First and Final Dividend (the "**Proposed First and Final Dividend**") being obtained at the Annual General Meeting to be held on 24 April 2024, the Share Transfer Books and the Register of Members of the Company will be closed on 9 May 2024 at 5.00 p.m. ("**Record Date**") for the purpose of determining Members' entitlements to the Proposed First and Final Dividend.

Duly completed registrable transfers in respect of shares in the Company received up to the close of business at 5.00 p.m. on Record Date by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619 will be entitled to the Proposed First and Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on Record Date will be entitled to the Proposed First and Final Dividend.

The Proposed First and Final Dividend, if approved at the Annual General Meeting, will be paid on 23 May 2024.

### BY ORDER OF THE BOARD

Lotus Isabella Lim Mei Hua  
Company Secretary

2 April 2024

### Explanatory Notes:

1. The ordinary resolution no. 8 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

### NOTES

1. A member of the Company (other than a member who is a relevant intermediary as defined in Note 2 below) shall not be entitled to appoint more than two proxies to attend and vote at the Annual General Meeting on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy needs not be a member of the Company.
2. Pursuant to Section 181 of the Act, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:
  - (a) a banking corporation licensed under the Banking Act, 1970, or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act, 2001, and holds shares in that capacity; or
  - (c) the Central Provident Fund ("**CPF**") Board established by the Central Provident Fund Act, 1953, in respect of shares purchased on behalf of CPF investors.

A proxy needs not be a member of the Company.

3. The instrument appointing a proxy or proxies shall, in the case of an individual, be signed by the appointor or his attorney, and in case of a corporation, shall be either under the common seal or signed by its attorney or an authorised officer on behalf of the corporation.

4. The instrument appointing a proxy must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [proxy2024@valuemax.com.sg](mailto:proxy2024@valuemax.com.sg),
- in each case, not later than 72 hours before the time appointed for the Annual General Meeting.

5. **Submission of Questions.**

Shareholders may submit questions relating to the items on the agenda of the Annual General Meeting in advance, via any one of the following means:

- (a) by mail to the registered office of the Company at 261 Waterloo Street, #01-35, Waterloo Street, Singapore 180261; or
- (b) email to email address: [AGM\\_QnA2024@valuemax.com.sg](mailto:AGM_QnA2024@valuemax.com.sg) and

Shareholders who wish to submit questions in advance of the Annual General Meeting may do so on or before **11 April 2024**. Shareholders will need to identify themselves when posing questions by email or by mail by providing the following details:

- (i) the Shareholder's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (ii) the Shareholder's NRIC/Passport/UEN number;
- (iii) the Shareholder's contact number and email address; and
- (iv) the manner in which the Shareholder holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will endeavour to address the substantial and relevant questions received in advance of the Annual General Meeting by **17 April 2024**. Any questions received after the said date will be addressed at the Annual General Meeting. The responses to such questions from shareholders, together with the minutes of the Annual General Meeting, will be posted on the SGXNET and the Company's website within one month after the date of the Annual General Meeting.

**PERSONAL DATA POLICY**

**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, 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, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.**