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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of **Vividthree Holdings Ltd** ("**Company**") will be held by way of electronic means on 10 May 2023 at 3.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions herein under:

*Unless otherwise defined, all terms defined in this Notice of EGM shall have the same meanings as those defined or construed in the circular to the shareholders dated 25 April 2023 issued by the Company to the Shareholders.*

#### **ORDINARY RESOLUTION 1**

##### **Proposed Business Diversification**

That:

- (a) approval be and is hereby given, for the Company to diversify its Business to include public relations services with include brand building, brand activation and event management, and for all necessary steps to be taken to obtain the necessary approval for the Proposed Business Diversification; and
- (b) the Directors of the Company and any one of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to this resolution.

*Note:*

*Shareholders should note that Ordinary Resolution 1 and Ordinary Resolution 2 are interconditional upon each other. Accordingly, in the event that this Ordinary Resolution 1 is not approved, Ordinary Resolution 2 would not be passed.*

#### **ORDINARY RESOLUTION 2**

##### **Proposed Acquisition**

That:

- (a) approval be and is hereby given, for the purpose of Chapter 10 of the Catalist Rules for the Proposed Acquisition of the Target Company, for a consideration of S\$308,00 for the Vendor Shares and S\$467,393 for the New Shares, on the terms and subject to the conditions of the SPA; and
- (b) the Directors of the Company and any one of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to this resolution.

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*Note:*

*Shareholders should note that Ordinary Resolution 1 and Ordinary Resolution 2 are interconditional upon each other. Accordingly, in the event that this Ordinary Resolution 1 is not approved, Ordinary Resolution 2 would not be passed.*

### **ORDINARY RESOLUTION 3**

#### **Proposed Share Buyback Mandate**

That approval be and is hereby given, for the adoption of the Share Buyback Mandate details of which are set out in the Circular.

#### **By Order of the Board**

Zhang Weiquan, Jonathan  
Chief Executive Officer  
25 April 2023

#### **Notes:**

- (1) Pursuant to the COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 ("**Temporary Measures Act**") and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) ("**Meeting Orders**"), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The Meeting Orders has been extended beyond 30 June 2021 and amendments to the Temporary Measures Act come into force on 29 September 2020. A joint statement was also issued on 13 April 2020, and subsequently updated on 27 April 2020, 1 October 2020 and 9 April 2021, by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. In view of these developments, general meetings can be held via electronic means, and are encouraged to do so, until it is revoked or amended by the Ministry of Law. This will help keep physical interactions and COVID-19 transmission risks to a minimum, which remain important in the long term, even as safe distancing regulations are gradually and cautiously relaxed. As such, the EGM will be held by electronic means and shareholders of the Company ("**Shareholders**") will NOT be allowed to attend the EGM in person. Printed copies of this Notice will not be sent to Shareholders. Instead, this Notice will be sent to Shareholders by electronic means via publication on the Company's corporate website <https://www.vividthreeholdings.com> and the following URL: <https://conveneagm.com/sq/vividthree2023egm>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

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Alternative arrangements are instead put in place to allow Shareholders to participate in the EGM by:

- (a) watching or listening to the EGM proceedings via a "live" webcast or "live" audio feed as set out below ("**Live Webcast**"). Shareholders who wish to participate as such will have to pre-register in the manner outlined in sections 2 to 6 below;
- (b) submitting questions ahead of the Live Webcast. Please refer to sections 7 to 8 below for further details; and
- (c) live voting and voting by proxy at the EGM. Please refer to sections 9 to 16 below for further details.

### **Participation in the EGM via the Live Webcast**

- (2) Shareholders must pre-register at the pre-registration website at the URL: <https://conveneagm.com/sg/vividthree2023egm> ("**VV3 EGM Website**") from the date of the Circular till 7 May 2023 at 3.30 p.m. ("**Registration Deadline**") to enable the Company to verify their status as Shareholders.
- (3) Following authentication of his/her/its status as a Shareholder, such Shareholder will receive an email confirming the authentication of his/her/its status and will be able to access the Live Webcast using the account created.
- (4) Shareholders who have registered by the Registration Deadline in accordance with section 2 above but do not receive an email response by 3.30 p.m. on 9 May 2023 may contact the Company for assistance at the following email address: support@conveneagm.com, with the following details included: (1) the Shareholder's full name; and (2) his/her/its identification/registration number.
- (5) Shareholders must not forward the abovementioned email instructions to other persons who are not Shareholders and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live Webcast.
- (6) Non-SRS holders whose shares are registered under Depository Agents must contact their respective Depository Agents to indicate their interest in order for their respective Depository Agents to make the necessary arrangements for them to participate in the Live Webcast of the EGM proceedings.

### **Submission of Questions**

- (7) All Shareholders can submit questions relating to the business of the EGM up till 2 May 2023 at 3.30 p.m. ("**Questions Deadline**") either:
  - (a) via post to B.A.C.S Private Limited, the Share Registrar, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or
  - (b) via electronic mail to B.A.C.S. Private Limited at main@zicoholdings.com.

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Shareholders who submit questions in advance of the EGM should provide their full name, address, contact number, email and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited (“CDP”); otherwise, please state if you hold your Shares through CPF or SRS or other Relevant Intermediary), for our verification purposes.

The Company will respond to substantial and relevant questions so received by 4 May 2023 at 3.30 p.m. (being more than 48 hours prior to the closing date and time for the lodgement of the proxy forms), via an announcement on SGXNet and the Company’s website.

Alternatively, Shareholders and proxies will be able to ask questions “live” during the EGM via a “chatbox” which would be made available to the Shareholders to type in their questions during the webcast.

- (8) Save as in the manner set out in paragraph 7 above, Shareholders will NOT be able to ask questions during the Live Webcast of the EGM proceedings to avoid any technical disruption and interference to the Live Webcast. Therefore, it is important for Shareholders to submit their questions in advance of the Live Webcast or participate in the Live Webcast to ask their questions.

### Voting

- (9) Shareholders who wish to exercise their voting rights at the EGM may:
- (a) (where the Shareholder is an individual) attend and vote “live” at the EGM; or
  - (b) (where the Shareholder is an individual or a corporate) appoint the Chairman as proxy to vote on their behalf.

“Live” voting will be conducted during the EGM / Live Webcast. **It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the EGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.**

Shareholders and proxies may cast their votes at the EGM using the login credentials provided during pre-registration. Shareholders and proxies should therefore have their confirmation email containing their unique user credentials on-hand for reference. Instructions will be provided at the start of the EGM on how to vote. For the avoidance of doubt, “live” voting is not permissible by the audio-only feed.

- (10) Shareholders may also exercise their voting rights at the EGM via proxy voting. The accompanying proxy form for the EGM (“**Proxy Form**”) may be accessed via the VV3 EGM Website, the Company’s corporate website <https://www.vividthreeholdings.com>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.
- (11) Shareholders (including Relevant Intermediaries, as defined in Section 181 of the Companies Act 1967 of Singapore) who wish to vote on any or all of the resolutions at the EGM via proxy must submit a Proxy Form to appoint the Chairman of the EGM as their proxy to do so on their behalf.

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- (12) The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
- (a) in the electronic format accessible on the VV3 EGM Website;
  - (b) if submitted by post, be lodged at the office of the Company's registered office at 1093 Lower Delta Road, #05-10, Singapore 169204; or
  - (c) if submitted electronically, be submitted via email to B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com),

in either case **by no later than 3.30 p.m. on 7 May 2023, being 72 hours before the time appointed for the EGM.**

In the case of submission of the Proxy Form other than via the VV3 EGM Website, a Shareholder who wishes to submit an instrument of proxy 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 to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

- (13) In the case of submission of the Proxy Form other than via the VV3 EGM Website, the instrument appointing the Chairman of the EGM 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 EGM as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.
- (14) An investor who holds shares under the Supplementary Retirement Scheme ("**SRS**") and wishes to vote, should approach their respective SRS Operators to submit their votes to appoint the Chairman of the EGM as their proxy, at least 7 working days before the EGM.
- (15) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.

### **Voting Results**

- (16) An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through "live" voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the EGM (and displayed on-screen for the Live Webcast) in respect of the resolutions put to the vote at the EGM. The Company will also issue an announcement on SGXNet on the results of the resolutions put to vote at the EGM.

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### 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 EGM 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**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.