



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 554 Havelock Road, Singapore 169639, by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on Thursday, 27 April 2023 at 2.00 p.m. (Singapore time), for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2022 and the Directors' Statement and the Auditor's Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of S\$54,000 for the financial year ended 31 December 2022. (Financial year ended 31 December 2021: S\$69,626) **Resolution 2**
3. To re-elect Mr Tan Lye Heng Paul, a Director retiring pursuant to Regulation 89 of the Company's Constitution. **Resolution 3**
(See Explanatory Note)
4. To re-elect Mr Phua Cher Chew, a Director retiring pursuant to Regulation 89 of the Company's Constitution. **Resolution 4**
(See Explanatory Note)
5. To appoint Foo Kon Tan LLP as Auditors of the Company in place of the retiring Auditors, Ernst & Young LLP, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Directors to fix their remuneration. **Resolution 5**
(See Explanatory Note)

SPECIAL BUSINESS

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

6. THAT pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "**Catalist Rules**"), authority be and is hereby given to the Directors to:
Resolution 6
 - (a) (i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

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; and
- (b) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force, notwithstanding that the authority granted by this resolution may have ceased to be in force at the time of such issuance of shares.



NOTICE OF ANNUAL GENERAL MEETING

PROVIDED ALWAYS THAT

- (1) save as may otherwise be permitted by the SGX-ST, 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 100% of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities,
 - (ii) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of passing of this resolution, provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue or consolidation or subdivision of shares,and, in sub-paragraph (1) above and this sub-paragraph (2), “**subsidiary holdings**” has the meaning given to it in the Catalist Rules of the SGX-ST;
- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act 1967 and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this resolution 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)

OTHER BUSINESS

7. To transact any other business of an Annual General Meeting.

BY ORDER OF THE BOARD

JACOB LEE YEN MIN

Chief Executive Officer and Executive Director

Singapore
4 April 2023



NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

Resolution 3

Mr Tan Lye Heng Paul (“**Mr Tan**”) will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee, and a member of the Remuneration and Nominating Committee. Mr Tan is considered independent for the purpose of Rule 704(7) of Section B of the Listing Manual of the SGX-ST (“**Catalist Rules**”).

The profile and key information of Mr Tan (including information as required under Appendix 7F of the Catalist Rules) can be found under the section entitled “Board of Directors” and the “Corporate Governance Report” of the Company’s Annual Report 2023.

Resolution 4

Mr Phua Cher Chew (“**Mr Phua**”) will, upon re-election as a Director of the Company, remain as Chairman of the board of Directors, and a member of the Audit Committee and of the Remuneration and Nominating Committee. Mr Phua is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

The profile and key information of Mr Phua (including information as required under Appendix 7F of the Catalist Rules) can be found under the section entitled “Board of Directors” and the “Corporate Governance Report” of the Company’s Annual Report 2023.

Resolution 5

Ordinary Resolution 5 is to approve the appointment of Foo Kon Tan LLP as the auditors of the Company, in place of the retiring auditors, Ernst & Young LLP (the “**Proposed Change of Auditors**”), and to hold office until the conclusion of the next annual general meeting of the Company and authorise the Directors to fix their remuneration. Please refer to the appendix to this notice of AGM dated 4 April 2023 on the Proposed Change of Auditors (the “**Appendix**”) which sets out, among others, information on and the specific reasons for the Proposed Change of Auditors.

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

- (a) The retiring Auditors of the Company, Ernst & Young LLP, have confirmed to Foo Kon Tan LLP by way of a letter dated 3 April 2023 that they are not aware of any professional reasons why Foo Kon Tan LLP should not accept appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with Ernst & Young LLP on accounting treatments within the last 12 months;
- (c) 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 the shareholders of the Company;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in paragraph 2.1 of the Appendix; and
- (e) the Company confirms that it is in compliance with Rules 712 and 716 of the Catalist Rules in connection with the appointment of Foo Kon Tan LLP as auditors of the Company.

Resolution 6

Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in aggregate 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time that Ordinary Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.



NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) The Annual General Meeting (“AGM”) is being convened, and will be held, by 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 AGM, the Annual Report of the Company for the financial year ended 31 December 2022 (“Annual Report”), the appendix to shareholders on the Proposed Change of Auditors (the “Appendix”) and the proxy form will not be despatched to members. Instead, this Notice of AGM, Annual Report, Appendix and the proxy form will be published on (i) the Company’s website at the URL <http://pollux.com.sg/annual-reports>, (ii) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and (iii) the AGM website at the URL <http://septusasia.com/pollux-fy2022agm>.
- (2) Alternative arrangements relating to:
- (a) participation in the AGM via electronic means (including arrangements by which the meeting can be electronically access via “live” audio-visual webcast or “live” audio-only stream),
 - (b) submission of questions to the Chairman of the Meeting in advance of, or “live” at, the AGM, addressing of substantial and relevant questions prior to the AGM, and
 - (c) voting at the AGM (i) “live” by the members or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member’s behalf at the AGM,

are set out below. Any reference to a time of day is made by reference to Singapore time.

- (3) **A member will not be able to attend the AGM in person. The AGM will be conducted virtually. A member who wishes to exercise his/her/its voting rights at the AGM may:**
- (a) **(where the member is an individual) vote “live” via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the Annual General Meeting on his/her/its behalf, or**
 - (b) **(whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.**

The accompanying proxy form for the AGM may be accessed at (i) the Company’s website at the URL <http://pollux.com.sg/annual-reports>, (ii) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and (iii) the AGM website at the URL <http://septusasia.com/pollux-fy2022agm>.

- (4) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member’s instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

- (5) A proxy need not be a member of the Company.
- (6) The instrument appointing the Chairman of the AGM as proxy that has been executed by a member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the registered office of the Company at 554 Havelock Road, Singapore 169639; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at gpb@mncsingapore.com,

in each case, by 2.00 p.m. on 24 April 2023, being seventy-two (72) hours before the time set for holding the AGM or at any adjournment thereof and in default the instrument of proxy shall not be treated as valid.

- (7) A member 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.



NOTICE OF ANNUAL GENERAL MEETING

- (8) Members are strongly encouraged to submit completed proxy forms electronically via email.
- (9) CPF and SRS investors:
- (a) may vote “live” via electronic means at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach CPF Agent Banks or SRS Operators to submit their votes by 2.00 p.m. on 18 April 2023, being 7 working days before the date of the AGM.
- (10) Members will be able to participate in the AGM via electronic means (including arrangements by which the meeting can be electronically access via “live” audio-visual webcast or “live” audio-only stream), submit “live” questions, and vote “live” via their mobile phones, tablets or computers. In order to do so, members (including CPF and SRS investors) must pre-register at the Company’s pre-registration website at the URL <http://septusiasia.com/pollux-fy2022agm> by 2.00 p.m. on 24 April 2023 to enable the Company to verify their status as members of the Company. Pre-registrations received after the deadline will not be processed. Following the verification, authenticated members (including CPF and SRS investors) or, where applicable, their appointed proxy(ies) who have (or have been) pre-registered will receive an email confirming successful registration by 2.00 p.m. on 26 April 2023, which will contain unique user credentials and instructions on how to access the “live” audio-visual webcast and “live” audio-only stream of the AGM. Members (including CPF and SRS investors) or, where applicable, their appointed proxy(ies) who do not receive such email by 2.00 p.m. on 26 April 2023 but have pre-registered by the deadline of 2.00 p.m. on 24 April 2023 should contact the Company’s Share Registrar, M & C Services Private Limited at telephone +65 6228 0530 or via email at gpb@mncsingapore.com.
- (11) Members (including CPF and SRS investors) may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM or “live” at the AGM. Members can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM, in the following manner by 2.00 p.m. on 13 April 2023:
- (a) if submitted by post, be lodged at the registered office of the Company at 554 Havelock Road, Singapore 169639, or the office of the Company’s Share Registrar at 112 Robinson Road, #05-01, Singapore 068902;
 - (b) if submitted electronically, be submitted via email to info@pollux.com.sg; or
 - (c) via the pre-registration website at URL <http://septusiasia.com/pollux-fy2022agm>.

Members who submit questions must provide the following information:

- (i) the member’s full name;
- (ii) the member’s address; and
- (iii) the manner in which the member holds shares in the Company (e.g., via CDP, scrip, CPF or SRS).

Members (including CPF and SRS investors) or, where applicable, their appointed proxy(ies) can also ask the Chairman of the Meeting questions “live” at the AGM by typing in and submitting their questions through the “live” chat function via the audio-visual webcast platform. Members (including CPF and SRS investors) or, where applicable, their appointed proxy(ies) who wish to ask questions “live” at the AGM must, in case of members (including CPF and SRS investors), first pre-register themselves at the pre-registration website at the URL <http://septusiasia.com/pollux-fy2022agm> and, in case of validly appointed third party proxy(ies), members to first pre-register on their behalf. Members (including CPF and SRS investors) or, where applicable, their appointed proxy(ies) who wish to be pre-registered to submit questions “live” at the AGM must access the AGM proceedings via the “live” audio-visual webcast in order to ask questions “live” at the AGM, and will not be able to do so via the “live” audio-only stream of the AGM proceedings.

The Company will endeavour to address all substantial and relevant questions submitted by 13 April 2023 via SGXNET and at the Company’s website no later than 48 hours prior to the deadline for the submission of the proxy forms. Substantive and relevant questions submitted after 13 April 2023 will be consolidated and addressed at the AGM. The Company will publish the minutes of the AGM on its website and on SGXNET.

- (12) Members or, where applicable, their appointed proxy(ies) may vote “live” via electronic means at the AGM. Alternatively, members may also wish to appoint the Chairman to act as their proxy to vote on behalf at the AGM.

Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.



NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy

By (a) pre-registering for the webcast and/or the audio-only tele-conferencing, (b) submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, and/or submitting ANY questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consent to the collection, use and disclosure of your personal data by the Company (or its agents or service providers) for the purpose of:

- (i) administering the webcast and/or the audio-only tele-conferencing (including, but not limited to, verifying your identity and shareholding status, registering an account for you to access the webcast and/or the audio-only tele-conferencing, facilitating and administering the webcast and audio-only tele-conferencing and disclosing your personal data to the Company's agents or third party service provider for any such purposes),
- (ii) the processing of any questions submitted to the Company,
- (iii) the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Annual General Meeting as proxy 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
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.