

Notice of Annual General Meeting

Ellipsiz Ltd

(Company Registration No. 199408329R)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of the Company will be convened and held at 1 Orchid Club Road, Orchid Country Club, Emerald Suite, Singapore 769162 on Tuesday, 25 October 2022 at 3.00 p.m. to transact the following businesses:

Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditor’s Report thereon.

(Resolution 1)

2. To re-elect Mr David Ong Kim Huat, a Director who was first appointed by the Board of Directors of the Company on 27 January 2022, in accordance with Article 107 of the Company’s Constitution.

(Resolution 2)

[See Explanatory Note (i)]

3. To re-elect the following Directors of the Company who retire by rotation pursuant to Article 101 of the Company’s Constitution and who, being eligible, offer themselves for re-election:

(a) Mr Kelvin Lum Wen-Sum

(Resolution 3)

(b) Mr Clement Leow Wee Kia

(Resolution 4)

[See Explanatory Note (i)]

4. To declare a final tax-exempt (one-tier) dividend of 1.00 cent per ordinary share for the financial year ended 30 June 2022.

(Resolution 5)

5. To approve the payment of additional Directors’ fees of \$29,580 for the financial year ended 30 June 2022.

(Resolution 6)

[See Explanatory Note (ii)]

6. To approve the payment of Directors’ fees of \$297,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears (2022: \$279,220, including additional Directors’ fees referred to in item 5 above).

(Resolution 7)

[See Explanatory Note (iii)]

7. To re-appoint Ernst & Young LLP as the Auditor of the Company and to authorise the Directors to fix their remuneration.

(Resolution 8)

Special Business

To consider and, if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

8. That authority be and is hereby given to the Directors to:

(a) (i) allot and issue shares in the Company (the “**shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, the “**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) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

Provided that:

- (1) 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 and subsidiary holdings (as calculated in accordance with sub-paragraph 2 below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to members of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares, 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 the Singapore Exchange Securities Trading Limited (“**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 Company’s total number of issued shares, 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 any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing manual of the SGX-ST (the “**Listing Manual**”) for the time being in force (unless such compliance has been waived by the SGX-ST) 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.

(Resolution 9)

[See Explanatory Note (iv)]

9. That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Companies Act**”), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchase(s) (each an “**On-Market Share Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchase(s) (each an “**Off-Market Share Purchase**”) effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations 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 Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase 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
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) the date on which purchases of Shares by the Company pursuant to the Share Purchase Mandate is carried out to the full extent mandated;

- (c) in this Resolution:

“**Prescribed Limit**” means 10% of the total number of issued Shares excluding treasury shares and subsidiary holdings as at the date of the passing of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Share Purchase, 110% of the Average Closing Price, where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last 5 Market Days (“**Market Day**” being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, before the day on which the On-Market Share Purchase was made (and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Days and the day on which the On-Market Share Purchase was made) or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Share Purchase; and

- (d) the Directors and/or each of them be and are/is hereby authorised to complete and do all such acts and things as they and/or he or she may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

(Resolution 10)

[See Explanatory Note (v)]

Notice of Record Date

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 7 November 2022 for the purpose of determining shareholders' entitlements to a proposed final tax-exempt (one-tier) dividend of 1.00 cent per ordinary share for the financial year ended 30 June 2022 ("**FY2022 Final Dividend**").

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 7 November 2022 will be registered to determine shareholders' entitlements to the FY2022 Final Dividend.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 p.m. on 7 November 2022 will be entitled to the FY2022 Final Dividend.

The FY2022 Final Dividend, if approved by the shareholders at the 27th Annual General Meeting of the Company, will be paid on 21 November 2022.

By Order of the Board

CHOW CHING SIAN

Company Secretary
Singapore, 10 October 2022

Explanatory Notes:

- (i) **Ordinary Resolutions 2 to 4:** Detailed information of these Directors can be found under the sections entitled "*Board of Directors*" and "*Additional Information on Directors Seeking Re-election*" in the Company's Annual Report 2022.
- (ii) **Ordinary Resolution 6:** At the Annual General Meeting of the Company held on 22 October 2021, shareholders approved Directors' fees of \$249,640 for the financial year ended 30 June 2022, to be paid quarterly in arrears. The additional Directors' fees of \$29,580 proposed to be approved at this Annual General Meeting of the Company arose due to the appointment of Mr David Ong Kim Huat as the Chairman and an independent Director of the Company during the financial year ended 30 June 2022, which took effect from 27 January 2022.
- (iii) **Ordinary Resolution 7:** The Company proposes to pay Directors' fees for the financial year ending 30 June 2023 quarterly in arrears after the Annual General Meeting of the Company is held, instead of at the end of the aforesaid financial year. Information on Directors' fees can be found under the section entitled "*Corporate Governance*" in the Company's Annual Report 2022.
- (iv) **Ordinary Resolution 9:** Ordinary Resolution 9, if passed, will authorise the Directors, from the date of this Annual General Meeting until the next Annual General Meeting of the Company, to issue shares, make or grant Instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such Instruments, up to an amount not exceeding 50% of the total number of issued shares, excluding treasury shares and subsidiary holdings, with a sub-limit of 20% for issues other than on a *pro rata* basis to members of the Company. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares, excluding treasury shares and subsidiary holdings, will be calculated based on the Company's total number of issued shares, excluding treasury shares and subsidiary holdings, at the time that this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.
- (v) **Ordinary Resolution 10:** Ordinary Resolution 10, if passed, will empower the Directors to purchase, on behalf of the Company, ordinary shares in the capital of the Company in accordance with the terms set out in the Appendix to this Notice of Annual General Meeting as well as the rules and regulations set out in the Companies Act and the Listing Manual. Please refer to the Appendix to this Notice of Annual General Meeting for details.

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting of the Company ("**AGM**"). Where a member appoints two proxies, he or she shall specify the proportion of the shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion is specified, the first named proxy shall be deemed to represent 100% of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
- (b) A member of the Company which is a corporation is entitled to appoint its authorised representative(s) or proxy(ies) to vote on its behalf. The Proxy Form appointing the representative(s) or proxy(ies) must be executed under its common seal or executed as a deed in accordance with the Companies Act or signed on its behalf by its attorney or officer duly authorised.
- (c) 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 Proxy Form appoints two or more proxies, the number and class of shares to which each proxy has been appointed shall be specified in the Proxy Form.

"relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act.

2. A proxy need not be a member of the Company.
3. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if sent by post, it has to be deposited at the registered office of the Company at 54 Serangoon North Avenue 4 #05-02 Singapore 555854; or
 - (b) if sent electronically, it has to be submitted via email to the Company at agm@ellipsiz.com,in either case, not less than 72 hours before the time fixed for the AGM.

A member who wishes to submit a Proxy Form must 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.

Members are strongly encouraged to submit completed and signed Proxy Forms electronically via email.

4. Shareholders can submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner:
 - (a) via email to the Company at agm@ellipsiz.com; or
 - (b) via post to the Company at 54 Serangoon North Avenue 4 #05-02 Singapore 555854,in either case, by **3.00 p.m. on Monday, 17 October 2022**.

When submitting the questions, please provide the Company with the following details, for verification purpose:

- (i) full name (for individuals)/company name (for corporates);
- (ii) NRIC number/Passport number (for individuals)/company registration number (for corporates);
- (iii) the number of Shares held; and
- (iv) the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM, either prior to or during the AGM. As there may not be sufficient time to address all questions during the AGM, the Company will publish the responses to the substantial and relevant questions which the Company will not be addressing during the AGM, on SGXNet and the Company's corporate website prior to the AGM. The Company will publish the minutes of the AGM on SGXNet and the Company's corporate website, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.

5. All references to dates and times in this Notice of AGM are to Singapore dates and times.
6. The Company's Annual Report 2022 may be accessed at the Company's corporate website at <https://www.ellipsiz.com/investor-relations/annual-reports/> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy

By submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 (and/or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (and/or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (and/or its agents or service providers) to comply with the applicable laws, listing rules, take-over 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 (and/or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) 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.