

ENVICTUS INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200313131Z)
(the “Company”)

MINUTES OF EXTRAORDINARY GENERAL MEETING (EGM)

PLACE	:	Crystal Suite, Level 2, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616																								
DATE	:	Thursday, 5 October 2023																								
TIME	:	11.00 a.m.																								
PRESENT	:	<table><tr><td>Dato’ Jaya J B Tan</td><td>-</td><td>Executive Chairman</td></tr><tr><td>Datuk Dr Sam Goi Seng Hui</td><td>-</td><td>Non-Executive Vice Chairman</td></tr><tr><td>Mr Richard Lee Keng Chian</td><td>-</td><td>Executive Director and Chief Executive Officer</td></tr><tr><td>Mr Mah Weng Choong</td><td>-</td><td>Non-Executive Director</td></tr><tr><td>Mr Teo Chee Seng</td><td>-</td><td>Independent Director</td></tr><tr><td>Dr Tan Khee Giap</td><td>-</td><td>Independent Director</td></tr><tr><td>Mr Tan San Ming</td><td>-</td><td>Alternate Director to Dato’ Jaya J B Tan</td></tr><tr><td>Ms Kwan Hoi Chee, Deborah Connie</td><td>-</td><td>Alternate Director to Mr Richard Lee Keng Chian</td></tr></table>	Dato’ Jaya J B Tan	-	Executive Chairman	Datuk Dr Sam Goi Seng Hui	-	Non-Executive Vice Chairman	Mr Richard Lee Keng Chian	-	Executive Director and Chief Executive Officer	Mr Mah Weng Choong	-	Non-Executive Director	Mr Teo Chee Seng	-	Independent Director	Dr Tan Khee Giap	-	Independent Director	Mr Tan San Ming	-	Alternate Director to Dato’ Jaya J B Tan	Ms Kwan Hoi Chee, Deborah Connie	-	Alternate Director to Mr Richard Lee Keng Chian
Dato’ Jaya J B Tan	-	Executive Chairman																								
Datuk Dr Sam Goi Seng Hui	-	Non-Executive Vice Chairman																								
Mr Richard Lee Keng Chian	-	Executive Director and Chief Executive Officer																								
Mr Mah Weng Choong	-	Non-Executive Director																								
Mr Teo Chee Seng	-	Independent Director																								
Dr Tan Khee Giap	-	Independent Director																								
Mr Tan San Ming	-	Alternate Director to Dato’ Jaya J B Tan																								
Ms Kwan Hoi Chee, Deborah Connie	-	Alternate Director to Mr Richard Lee Keng Chian																								
IN ATTENDANCE	:	As per the attendance record maintained by the Company.																								
CHAIRMAN	:	Dato’ Jaya J B Tan																								

QUORUM

As a quorum was present, the Chairman declared the meeting open at 11.00 a.m. Before proceeding with the matters stated in the Notice of the meeting, the Chairman introduced the Directors, Chief Executive Officer and Chief Financial Officer to the shareholders and extended his apologies on behalf of Mr John Lyn Hian Woon, Director of the Company who was not able to attend the EGM.

NOTICE

The Notice convening the EGM dated 13 September 2023 was taken as read.

VOTING BY WAY OF A POLL

The Chairman informed the shareholders pursuant to regulation 61(A) of the Company’s Constitution and Rule 730A(2) of the SGX Listing Rules, method of voting for the resolutions at the EGM would be

conducted by way of poll.

If a shareholder was attending in person or was validly appointed proxy for the EGM, he or she would have been issued an electronic keypad at the registration desk when signing-in earlier.

For the avoidance of doubt, if a shareholder was attending in person and had already appointed one or more proxies to attend the EGM, and such shareholder decided to exercise his or her right to vote in respect of any shares, his or her proxies must not vote in respect of those shares.

The Chairman informed the shareholders that Drewcorp Services Pte Ltd and Boardroom Corporate & Advisory Services Pte Ltd (**Boardroom**) have been appointed as Scrutineers and Polling Agent, respectively.

Before dealing with the business of the EGM, a representative from Boardroom gave a briefing on the poll voting procedure to the shareholders.

The Chairman proceeded to the business of the EGM.

ORDINARY RESOLUTION:

APPROVAL FOR (I) THE PROPOSED DISPOSAL OF 100% OF THE ISSUED SHARE CAPITAL OF GOURMESSA SDN BHD., AND CERTAIN ASSETS OF POK BROTHERS SDN. BHD, EACH A WHOLLY-OWNED INDIRECT SUBSIDIARY OF THE COMPANY AND; (II) THE PROPOSED DISPOSAL OF LEASEHOLD LAND LOCATED IN PULAU INDAH, SELANGOR.

The item on the agenda is an ordinary resolution. The purpose is to seek the Shareholders' approval for the proposed disposal of 100% of the issued share capital of Gourmessa Sdn Bhd., and certain assets of Pok Brothers Sdn. Bhd., each a wholly-owned indirect subsidiary of the Company and; (II) the proposed disposal of leasehold land located in Pulau Indah, Selangor.

Full text of the ordinary resolution was set out in the Notice of EGM and was taken as read.

The Chairman proceeded with the formalities of the EGM.

CONDUCT OF POLL

The motion was proposed by Mr. Tan San Ming and seconded by Mr Quek Nam Kee.

It was noted that no questions were raised at the EGM.

The Chairman invited the Shareholders to cast their votes for the resolution tabled at the EGM.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	224,687,053	100.00
No. of votes against:	2,400	0.00
Total no. of votes casted:	224,689,453	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution carried by way of a poll:

IT WAS RESOLVED THAT: -

(a) approval be and is hereby given for:-

- (i) the disposal of the (1) Sale Shares, comprising 14,470,636 ordinary shares owned by Envictus Foods (M) Sdn. Bhd. ("**Envictus MY**") in Gourmessa Sdn. Bhd. and representing 100% of the issued shares in Gourmessa Sdn. Bhd. and (2) Warehouse and Cold Storage Facility and all assets in relation to the operations of the Warehouse and Cold Storage Facility, and all rights, powers or privileges relating or attaching thereto as at the Shares and Assets Completion, including the Fixed Assets and Contracts (the "**Assets**") owned by Pok Brothers Sdn. Bhd. ("**Pok Brothers**") to PrimaBaguz Foods Sdn. Bhd. (the "**Purchaser**") for an aggregate consideration of RM57,000,000, on the terms and conditions of the conditional share and asset purchase agreement dated 10 May 2023 entered into between Envictus MY, Pok Brothers and the Purchaser (the "**Shares and Assets SPA**") (the "**Proposed Shares and Assets Disposal**"); and
- (ii) the disposal of the Properties, comprising the leasehold land with land title details (1) Lot No. PT 129334, Title No. HSD 135849, Mukim and District of Klang, State of Selangor and bearing the postal address of No. 83, Jalan Sungai Pinang 4/2, Taman Perindustrian Pulau Indah, 42920 Pulau Indah, Selangor Darul Ehsan and (2) Lot No. PT 129335, Title No. HSD 135850, Mukim and District of Klang, State of Selangor and bearing the postal address of No. 84, Jalan Sungai Pinang 4/2, Taman Perindustrian Pulau Indah, 42920 Pulau Indah, Selangor Darul Ehsan, owned by Polygold Beverages Sdn Bhd ("**PBSB**") to the Purchaser, for an aggregate consideration of RM29,000,000, on the terms and conditions of the conditional sale and purchase agreement dated 10 May 2023 entered into between PBSB and the Purchaser (the "**Properties SPA**") (the "**Proposed Properties Disposal**" and (together with the Proposed Shares and Assets Disposal, the "**Proposed Disposals**"),

as a "major transaction" under Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited on an aggregated basis, be and are hereby approved;

- (b) the Directors be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to the Proposed Disposals; and
- (c) any and all actions taken by any Director or the Company in respect of the Proposed Disposals and the matters considered in this resolution be and are hereby approved and ratified.

CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 11.15 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DATO' JAYA J B TAN
CHAIRMAN