



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of **Vallianz Holdings Limited** (the "**Company**") will be held at 438 Alexandra Road, Level 2, Connect @Alexandra Point, Singapore 119958 on Tuesday, 29 April 2025 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolutions:

*All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 14 April 2025 (the "**Circular**").*

ORDINARY RESOLUTION 1:

THE PROPOSED RATIFICATION OF THE ENTRY INTO 2023 RHC LOAN AGREEMENT

THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Group or any of them to ratify the Company's entry into the 2023 RHC Loan Agreement, and all transactions contemplated thereby; and
- (b) the Directors of the Company 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 the transactions contemplated and/or authorised by this resolution.

ORDINARY RESOLUTION 2:

THE PROPOSED RATIFICATION OF THE ENTRY INTO LOAN FACILITY NOVATION AGREEMENT

THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Group or any of them to ratify the Company's entry into the Loan Facility Novation Agreement, and all transactions contemplated thereby; and
- (b) the Directors of the Company 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 the transactions contemplated and/or authorised by this resolution.

BY ORDER OF THE BOARD

Ling Yong Wah
Executive Director and Chief Executive Officer
14 April 2025

IMPORTANT NOTES:

- (1) The EGM will be held, in a wholly physical format, at 438 Alexandra Road, Level 2, Connect @ Alexandra Point, Singapore 119958 on Tuesday, 29 April 2025 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place). Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for shareholders to participate virtually.**
- (2)
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such shareholder's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning as ascribed to it in Section 181(6) of the Companies Act 1967.

- (3) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the EGM as his/her/its proxy.
- (4) If the appointer is a corporation, the proxy ("**Proxy Form**") must be executed under seal or the hand of its duly authorised officer or attorney.
- (5) The instrument appointing a proxy ("**Proxy Form**") must be deposited to the Company by 11.00 a.m. on 26 April 2025 (being not less than seventy-two (72) hours before the time appointed for the EGM) in the following manner:
 - (a) by post or submitted personally to the Share Registrar's office at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
 - (b) by electronic mail to vallianz-egm@complete-corp.com.
- (6) CPF and SRS investors:
 - (a) may vote at the EGM 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 EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operates to submit their votes by 5.00 p.m. on 17 April 2025.
- (7) Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM:
 - (a) by post to the Company's registered office address, 1 Pasir Panjang Road, Labrador Tower, #28-02, Singapore 118479; or
 - (b) via email to the Company at enquiries@vallianholdings.com.

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes. **All questions submitted in advance must be received on or before 11.00 a.m. on 21 April 2025 ("Questions Deadline").**

- (8) The Company will endeavour to address all substantial and relevant questions received from shareholders before the Questions Deadline by publishing its responses to such questions on its corporate website (<https://www.vallianzholdings.com/investor-relations/#announcements>) and the SGX website (<https://www.sgx.com/securities/company-announcements>) at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing proxy(ies). Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the Questions Deadline will be consolidated and addressed at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (9) Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives may also ask questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.

Access to Documents and Information relating to the EGM:

- (10) In line with the Company's sustainability efforts, the Company has discontinued the practice of mailing the Company's circulars to shareholders. Documents and information relating to the EGM, including this Notice of EGM, Proxy Form and the Circular are available for viewing and download from the SGXNET (<https://www.sgx.com/securities/company-announcements>) and the Company's corporate website (<https://www.vallianzholdings.com/investor-relations/#announcements>).

- (11) For shareholders' convenience, printed copies of this Notice of EGM, Proxy Form and a request form (to request for printed copy of the Circular) ("Request Form") have been despatched to shareholders.
- (12) Shareholders who wish to receive printed copy of the Circular should complete the Request Form and return it to the Company by 18 April 2025 by depositing the Request Form at the Company's registered office address at 1 Pasir Panjang Road, Labrador Tower, #28-02, Singapore 118479. The printed copy will be mailed to shareholders within five (5) working days upon receiving the Request Form. Incomplete or incorrectly completed Request Forms will not be processed.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company: (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

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