



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Reclaims Global Limited (the “**Company**”) will be held by electronic means on Friday, 26 May 2023 at 10.00 a.m. (of which there will be a live webcast) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 January 2023 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Tan Kok Huat who is retiring pursuant to Regulation 105 of the Constitution of the Company.
See Explanatory Note (i) **(Resolution 2)**
3. To re-elect Mr Jong Voon Hoo who is retiring pursuant to Regulation 105 of the Constitution of the Company.
See Explanatory Note (ii) **(Resolution 3)**
4. To approve the payment of Directors’ Fees of S\$90,000 for the financial year ending 31 January 2024, to be paid half yearly in arrears. (FY2023: S\$88,000) **(Resolution 4)**
5. To re-appoint Messrs RSM Chio Lim LLP as the Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

7. **Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and 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 of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (“**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) 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 this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this authority was in force,



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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) ("**Issued Shares**"), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed fifty per cent (50%) of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the 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 (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Adjustments in accordance with sub-paragraphs (2)(i) and (2)(ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Directors of 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) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) this authority 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 (iii)

(Resolution 6)

8. **Business Diversification**

That:

- (a) approval be and is hereby given for the diversification by the Group of its core business to include the Proposed New Business as described in Section 2.1 of the Circular to Shareholders dated 8 May 2023;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Proposed New Business on such terms and conditions as the Directors deem fit; and
- (c) such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal.

See Explanatory Note (iv)

(Resolution 7)



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9. **Renewal of the General Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the renewal of the general mandate as described in the appendix to this Notice of AGM (the "**Appendix**"), permitting the Entities at Risk (as defined in the Appendix) to enter into any Mandated Transactions (as defined in the Appendix) with the Mandated Interested Persons (as defined in the Appendix), provided that such Mandated Transactions are carried out on normal commercial terms which are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the guidelines and review procedures for Mandated Transactions as set out in the Appendix (the "**IPT General Mandate**");
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the IPT General Mandate as they may think fit.

See Explanatory Note (v)

(Resolution 8)

BY ORDER OF THE BOARD

Toh Yang Wee
Wong Yoen Har
Company Secretaries
Singapore, 8 May 2023



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Explanatory Notes:

- (i) Ordinary Resolution 2 in item 2 above is to re-elect Mr Tan Kok Huat who is retiring pursuant to Regulation 105 of the Constitution of the Company. Mr Tan Kok Huat will, upon re-election as Director of the Company, remain as, Executive Director and Chief Executive Officer of the Company.
- (ii) Ordinary Resolution 3 in item 3 above is to re-elect Mr Jong Voon Hoo who is retiring pursuant to Regulation 105 of the Constitution of the Company. Mr Jong Voon Hoo will, upon re-election as Director of the Company, remain as, Lead Independent Director, Chairman of Audit Committee, member of Remuneration Committee and Nominating Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on the Directors who are proposed to be re-appointed as Directors of the Company can be found under sections "Board of Directors" and "Additional Information on Directors Seeking Re-Election" in the Annual Report for the financial year ended 31 January 2023.

- (iii) Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors from the date of the above AGM until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.
- (iv) Ordinary Resolution 7 in item 8 above, if passed, will authorise the Company to enter into transactions in connection with the Proposed New Business, and be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under the Chapter 10 of the Catalist Rules. Accordingly, the Group may, in its ordinary course of business, enter into transactions relating to the Proposed New Business and which will not change the risk profile of the Group, in an efficient and timely manner without the need to convene separate general meetings from time to time to seek shareholders' approval as and when the opportunities arise. This will reduce substantially the administrative time and expenses in convening such meetings. Please refer to the Circular to Shareholders dated 8 May 2023 in relation to the proposed business diversification and the proposed renewal of IPT Mandate ("**Circular to Shareholders**") for more information on the Proposed Business Diversification.
- (v) Ordinary Resolution 8 in item 9 above, if passed, will authorise the Entities at Risk to enter into the Mandated Transactions with the Mandated Interested Persons which are recurring in the financial year and will empower the Directors of the Company to do all acts necessary to give effect to the IPT General Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company. Please refer to the Circular to Shareholders for more information on the IPT General Mandate.



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Measures to Minimise Risk of Community Spread of COVID-19

Pursuant to the COVID-19 (Temporary Measures) Act 2020 released on 7 April 2020 and COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time), the AGM of the Company will be held by way of electronic means and members of the Company will not be able to attend the AGM in person.

The proceedings of this AGM will be broadcasted “live” through a live webcast and live audio feed (the “**Live AGM Webcast**” or “**Live AGM Audio Feed**”) which will take place on Friday, 26 May 2023 at 10.00 a.m.. **Shareholders will be able to watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed, and the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.**

Shareholders will be able to participate in the AGM in following manner set out in the paragraphs below.

Live AGM Webcast and Live AGM Audio Feed:

1. Shareholders may watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed. To do so, shareholders will need to pre-register at <https://go.lumiengage.com/reclaimsagm23> (the “**Registration Link**”) by 10.00 a.m. on 23 May 2023 (the “**Registration Deadline**”) to enable the Company to verify their status.
2. Following verification, authenticated shareholders will receive an email by 10.00 a.m. on 25 May 2023 containing a link to access the Live AGM Webcast or the Live AGM Audio Feed of the AGM proceedings.
3. Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast or the Live AGM Audio Feed.
4. Shareholders who have registered by the Registration Deadline but did not receive an email response by 10.00 a.m. on 25 May 2023 may contact the Company by email at agm@reclaims.sg for assistance.

Submission of Proxy Forms to Vote:

1. **Shareholders will be able to vote online through the Live AGM Webcast on the resolutions to be tabled for approval at the AGM. Shareholders who wish to exercise their votes can vote during the AGM or submit a proxy form to appoint proxy(ies) (other than the Chairman of the AGM) to cast votes on their behalf.**
2. Shareholders (whether individual or corporate) may appoint not more than two proxies to attend and vote in their stead. A shareholder who appoint more than one proxy shall specify the proportion of the shareholding to be represented by each proxy in the Proxy Form.
3. Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to the manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.
4. A proxy, and the Chairman of the AGM, as proxy, need not be a shareholder of the Company.



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5. The Proxy Forms must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the proxy form.
6. A corporation which is a shareholder may authorise by resolutions of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.
7. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
 - (a) uploading via the Registration Link; or
 - (b) mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (c) email to agm@reclaims.sg.

as soon as possible, to arrive **no later than 10.00 a.m. on 23 May 2023**, being seventy-two (72) hours before the time fixed for the AGM.

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

8. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including investors under the Supplementary Retirement Scheme ("**SRS Investors**"), who wish to exercise their votes by appointing proxy(ies) should approach their SRS Operators to submit their voting instructions at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 17 May 2023) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint proxy(ies) to vote on their behalf by 10.00 a.m. on 23 May 2023.
9. Investors who hold Shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act) including SRS Investors who wish to participate in the AGM by:
 - (a) observing or listening to the AGM proceedings contemporaneously via the Live AGM Webcast or the Live AGM Audio Feed;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) voting by appointing the Chairman of the AGM as proxy at the AGM,

should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

10. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time of the AGM.



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Submission of Questions in Advance:

1. **Please note that shareholders will be able to ask questions at the AGM during the Live AGM Webcast and therefore it is important for shareholders to pre-register their participation in order to ask questions during the AGM.**
2. Shareholders may also submit questions relating to the items on the agenda of the AGM at least seven (7) calendar days after publication of the Notice of AGM i.e. by 10.00 a.m. on 15 May 2023:
 - (a) via the Registration Link;
 - (b) in hard copy by mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (c) by email to agm@reclaims.sg.
3. A shareholder who wishes to submit the questions in hard copy by mail is required to indicate the full name (for individuals)/company name (for corporates), NRIC/Passport No./Company Registration No., email address, contact number, shareholding type and number of shares held together with their submission, before submitting it by post to the address provided.
4. Shareholders may submit questions during the AGM by clicking on the "Ask a Question" option, typing in and submitting their questions through the "live" chat box via the webcast platform during the AGM.
5. The Company will endeavour to address the substantial and relevant questions before or during the AGM. The responses to questions from shareholders will be posted on the SGXNET and the Company's website no later than 72 hours prior to the closing date and time for the lodgement of the proxy forms i.e. no later than 10.00 a.m. on 20 May 2023, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM.

Access to all documents relating to the business of the AGM:

Printed copies of this Annual Report, Notice of AGM, Proxy Form, and Circular to Shareholders will not be sent to shareholders. Instead, shareholders may access these documents via SGXNET and the Company's website.



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Personal data privacy:

By (i) submitting an instrument appointing a proxy and/or representative to attend and vote at the AGM and/or any adjournment thereof or (ii) submitting details for the registration to observe the proceedings of the AGM via the Live AGM Webcast or the Live AGM Audio Feed, or (iii) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data and/or its representative's by the Company (or its agents or service providers) for the following purposes:

- (a) processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) 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);
- (b) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (c) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (d) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes. 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.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice. The contact person for the Sponsor is Ms Audrey Mok, at 1 Robinson Road #21-00 AIA Tower Singapore 048542, Telephone: +65 6232 3210.*