

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Amplefield Limited (the “Company”) will be held by way of electronic means on Tuesday, 17 January 2023 at 2.00 pm 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 30 September 2022 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Regulation 117 of the Company’s Constitution:
 - (a) Prof. Ling Chung Yee **(Resolution 2)**
 - (b) Mr Woon Ooi Jin **(Resolution 3)**
 - (c) Mr Yap Weng Yau **(Resolution 4)**

[See Explanatory Note (i), (ii) and (iii)]
3. To approve the payment of Directors’ fees of S\$100,000 for the financial year ended 30 September 2022 (FY2021: S\$83,600/-). **(Resolution 5)**
4. To re-appoint Lo Hock Ling & Co. as the Company’s Auditors and to authorise the Directors to fix the remuneration. **(Resolution 6)**
5. To transact any other ordinary business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares** **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“Companies Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (“Catalist Rules”), the Directors be empowered to:

- (a) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (b) 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 of the Company may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this Resolution 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 Resolution was in force, provided that:

- (a) the aggregate number of shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

NOTICE OF ANNUAL GENERAL MEETING

- (b) subject to such 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 (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for: (i) new Shares arising from the conversion or exercise of any convertible securities; (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) and subsequent bonus issue, consolidation or subdivision of Shares;

any adjustments made in accordance with (i) and (ii) 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 date of passing this Resolution;

- (c) 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 is waived by the SGX-ST) and the Constitution of the Company; and
- (d) Unless revoked or varied by the Company in general meeting such 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 (iv)]

7. Proposed Renewal of the Share Buyback Mandate

(Resolution 8)

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market share purchases ("**On-Market Share Purchase**"), transacted on the SGX-ST or as the case may be, other stock exchange ("**Other Exchange**") for the time being on which the Shares may be listed or quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market share purchases ("**Off-Market Share Purchase**") (if effected otherwise than on the SGX-ST and/or the Other Exchange, as the case may be) in accordance with an 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 the Catalist Rules;

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the "**Share Buyback Mandate**");

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the absolute discretion of the Directors, either be cancelled, transferred for the purposes of or pursuant to any share incentive scheme(s) implemented or to be implemented by the Company, or held in treasury and dealt with in accordance with the Companies Act;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution and the expiring on the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company or the date on which such annual general meeting of the Company is required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting;
- (d) for the purposes of this resolution:

“Prescribed Limit” means ten per cent. (10%) of the total issued ordinary share capital of the Company (excluding any treasury shares and subsidiary holdings) as at the date of passing of this resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings);

“Relevant Period” means the period commencing from the date on this resolution is passed and expiring on the date of the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, 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; and
- (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price (the **“Maximum Price”**) in each case, excluding related expenses of the purchase or acquisition.

For the above purposes:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, before the date of the On-Market Purchase or as the case may be, the date of the making of offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five (5) Market Day Period and on the date of the On-Market Purchase or the case may be, the date of the making of offer pursuant to the Off-Market Purchase;

“date of making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

NOTICE OF ANNUAL GENERAL MEETING

- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution.

[See Explanatory Note (v)]

By Order of the Board

Lee Pih Peng
Company Secretary

Singapore, 30 December 2022

Explanatory Notes:

- (i) Resolution 2, if passed, will re-appoint Prof. Ling Chung Yee as Director of the Company. Prof. Ling will remain as Independent Non-Executive Director, a member of the Audit Committee, Remuneration Committee and the Nominating Committee of the Company, and will be considered independent for purposes of Rule 704(7) of the Catalist Rules. Further information on Prof. Ling is set out under the sections entitled “Board of Directors” and “Report on Corporate Governance” of the Company’s annual report.
- (ii) Resolution 3, if passed, will re-appoint Mr Woon Ooi Jin as Director of the Company. Mr Woon will remain the Executive Director and a member of the Risk Management Committee of the Company. Further information on Mr Woon is set out under the sections entitled “Board of Directors” and “Report on Corporate Governance” of the Company’s annual report.
- (iii) Resolution 4, if passed, will re-appoint Mr Yap Weng Yau as Director of the Company. Mr Yap will remain the Executive Director and the Chairman of the Risk Management Committee of the Company. Further information on Mr Yap is set out under the sections entitled “Board of Directors” and “Report on Corporate Governance” of the Company’s annual report.
- (iv) Resolution 7, if passed, will empower the Directors from the date of the Annual General Meeting until (a) the conclusion of the next annual general meeting of the Company, or (b) the date by which the next Annual General Meeting of the Company is required to be held pursuant to the Constitution of the Company or any applicable laws of Singapore, or (c) it is carried out to the full extent mandated, or (d) the date on which such authority is varied or revoked by ordinary resolution of the shareholders in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to an amount not exceeding, in total, one hundred percent (100%) of the issued Share capital of the Company (excluding treasury shares and subsidiary holdings), of which up to fifty percent (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.
- (v) Resolution 8, if passed, will empower the Company to purchase or otherwise acquire issued Shares by way of Market Purchases or Off-Market Purchases, in accordance with the terms and conditions set out in the Appendix dated 30 December 2022 (the “**Appendix**”).

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTICE FOR SHAREHOLDERS:

The Company's AGM is being convened, and will be held, by electronic means in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation titled "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period".

Copies of the documents and information relating to the AGM (including the Annual Report FY2022, Notice of AGM and Proxy Form) have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (i) <https://www2.sgx.com/securities/company-announcements>; or
- (ii) <https://amplefield.com>

Shareholders should take note of the following arrangements for the AGM:

(a) Participation in the virtual AGM

The AGM will be conducted only by electronic means, and shareholders will **not** be able to attend the AGM in person. The Company will arrange for (i) a "live" audio-visual webcast of the AGM ("**Live Webcast**"); and (ii) a "live" audio-only feed (via telephone), which allows shareholders to participate at the AGM ("**Audio Feed**"). The Company will utilise both (i) real-time electronic voting and (ii) real-time electronic communication at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in items (b) to (e) below.

(b) Pre-registration for AGM

Shareholders including CPF and SRS investors, or, where applicable, their appointed proxy(ies), who wish to attend the AGM must pre-register online at <https://go.lumiengage.com/amplefieldagm2023> **no later than Saturday, 14 January 2023, 2.00 p.m.** ("**Pre-Registration Deadline**") for verification purposes. Following successful verification, a confirmation email ("**Confirmation email**"), which will contain unique login credentials and the instructions as well as the link to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the AGM proceedings will be sent to the registered shareholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies) by Monday, 16 January 2023, 2.00 p.m. Shareholders including CPF and SRS investors, or, where applicable, their appointed proxy(ies) must not forward the Confirmation email to other persons who are not shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the AGM.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register for the AGM. An Investor who wishes to participate in the AGM should approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number), via email to the Company at amplefieldagm2023@boardroomlimited.com **no later than Saturday, 14 January 2023, 2.00 p.m.**

Shareholders including CPF and SRS investors, or, where applicable, their appointed proxy(ies), who have pre-registered by the Pre-Registration Deadline but did not receive the aforementioned email by Monday, 16 January 2023, 2.00 p.m. should contact the Company's Share Registrar, Boardroom Corporate Advisory Services Pte. Ltd., by telephone at (65) 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m. or by email to amplefieldagm2023@boardroomlimited.com for assistance.

NOTICE OF ANNUAL GENERAL MEETING

(c) Submission of Questions

Shareholders including CPF and SRS investors may submit substantial and relevant textual questions related to the resolution to be tabled for approval for the AGM in advance of, or “live” at, the AGM.

Submission of Questions in advance of the AGM

Shareholders including CPF and SRS investors who have substantial and relevant questions in relation to any agenda item in this notice of AGM can submit their questions to the Company in advance, **no later than Friday, 6 January 2023** through the any of the following means:

- (i) Via the pre-registration website at the URL <https://go.lumiengage.com/amplefieldagm2023>;
- (ii) by email to amplefieldagm2023@boardroomlimited.com; or
- (iii) by post, to be deposited with the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632.

Shareholders including CPF and SRS investors must identify themselves when posting questions through email or mail by providing the following details:

- (i) Full Name;
- (ii) Contact Telephone Number;
- (iii) Email Address; and
- (iv) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state if you hold your shares through CPF or SRS, or are a relevant intermediary shareholder).

Shareholders including CPF and SRS investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to address all substantial and relevant questions received on or before 6 January 2023 relating to the ordinary resolutions to be tabled for approval at the AGM via an announcement on SGXNET and the Company’s website latest by 11 January 2023.

Substantial and relevant questions which are submitted after 6 January 2023 will be consolidated and addressed either before the AGM via an announcement on SGXNet and the Company’s website or at the AGM.

Submission of Questions “live” at the AGM

Shareholders including CPF and SRS investors may submit textual questions “live” at the AGM in the following manner:

- (a) Shareholders including CPF and SRS investors or where applicable, their appointed proxy(ies) who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM “live” at the AGM, by typing in and submitting their questions through the “live” ask question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
- (b) Shareholders including CPF and SRS investors who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions “live” at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) by the Company upon verification of the Proxy Form(s).
- (c) Shareholders including CPF and SRS Investors or, where applicable, their appointed proxy(ies) 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 audio-only stream of the AGM proceedings.
- (d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received “live” at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

NOTICE OF ANNUAL GENERAL MEETING

The Company will publish the minutes of the AGM, which will include responses from the Board and management of the Company on the substantial and relevant questions received from Shareholders via an announcement on SGXNet and the Company's website within one (1) month after the AGM.

(d) Voting at the AGM or voting by appointing proxy(ies)

For Investors who hold shares through relevant intermediaries please refer to item (e) for the procedures to vote at the AGM.

Shareholders including CPF and SRS investors will be able to vote online at the AGM via the live voting feature. Alternatively, a Shareholder (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM may submit a Proxy Form to appoint the Chairman of the AGM or such other person(s) as his/her/its proxy(ies) to vote on his/her/its behalf at the AGM.

Duly completed proxy forms must be submitted through any of the following means **no later than Saturday, 14 January 2023, 2.00 p.m.** (being no later than seventy-two (72) hours before the time appointed for holding the AGM):

- (i) by email, a copy to amplefieldagm2023@boardroomlimited.com; or
- (ii) by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632.

The proxy form is made available on SGXNet and the Company's corporate website and may be accessed at the URLs <https://www2.sgx.com/securities/company-announcements> and <https://amplefield.com>.

In appointing the Chairman of the Meeting as proxy, the Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

In appointing such other person(s) as proxy, if no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain at his/her discretion.

Please refer to the detailed instruction set out in the Proxy Form.

(e) Voting at the AGM by Relevant Intermediary Investors (other than CPF/SRS Investors)

Relevant Intermediary Investors who wish to appoint Chairman of the Meeting or such other person(s) as their proxy(ies) to vote at the AGM should not make use of the Depositor Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

(f) Voting at the AGM by CPF/SRS Investors

CPF and SRS investors may (a) vote live via electronic means at the AGM 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) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators no later than Thursday, 5 January 2023, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted. For the avoidance of doubt, while CPF and SRS investors may themselves be appointed as proxies by their respective CPF Agent Bank or SRS Operator, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote live at the AGM on their behalf.

NOTICE OF ANNUAL GENERAL MEETING

Personal data privacy:

By (a) submitting a proxy form appointing the Chairman of the AGM or such other person(s) as proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM or such other person(s) as proxy(ies) for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to Shareholders to the LIVE WEBCAST or AUDIO ONLY MEANS of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

In addition, the personal data of a Shareholder (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during sounds and/or video recordings of the AGM which may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM and a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for such purpose.