

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Envictus International Holdings Limited (the "Company") will be held by way of electronic means on Monday, 30 January 2023 at 11.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2022 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Dato' Kamal Y P Tan, retiring by rotation pursuant to Regulation 91 of the Constitution of the Company and who, being eligible, offers himself for re-election. **(Resolution 2)**
3. To re-elect Mr Lyn Hian Woon, retiring by rotation pursuant to Regulation 91 of the Constitution of the Company and who, being eligible, offers himself for re-election. **(Resolution 3)**
4. To approve the payment of Directors' fees of S\$305,000 for the financial year ended 30 September 2022 (FY2021: S\$305,712). **(Resolution 4)**
5. To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

7. **ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES** **(Resolution 6)**

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorized and empowered to:

- (a) (i) issue shares in 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) 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

- (b) (notwithstanding 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 of the Company while this Resolution was in force, provided that:
 - (i) the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below).

- (ii) (subject to such calculation as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of shares that may be issued in under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing this Resolution, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from the exercising share options or vesting of shares awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with (ii)(a) 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 passing of this Resolution.

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST 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
- (iv) unless revoked or varied by the Company in a 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."

BY ORDER OF THE BOARD

S Surenthiraraj @ S Suressh
Kok Mor Keat
Company Secretaries

Singapore
5 January 2023

Explanatory Notes

- (a) **Resolution 2** - Dato' Kamal Y P Tan will upon re-election remain as members of the Remuneration Committee, Audit Committee and Nominating Committee.
- (b) **Resolution 3** - Mr Lyn Hian Woon is an independent director and has served on the Board for an aggregate period of more than 9 years. The approval for his continued appointment as Independent Director pursuant to Rule 210(5)(d)(iii) was obtained at the AGM held on 11 March 2021 via a two-tier voting and shall remain in force until the earlier of (i) the retirement or resignation of the director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of the resolution on 11 March 2021.

Mr Lyn Hian Woon will, upon re-election as a Director of the Company, remain as a Chairman of the Audit Committee and members of the Remuneration Committee and Nominating Committee. He will be considered independent for the purposes of Rules 210(5)(d)(iii) and 704(8) of the Listing Manual of the SGX-ST.

- (c) **Ordinary Resolution 6**, if passed, will enable the Directors to issue shares in the Company up to 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company (in the case of issuance other than on a pro-rata basis to existing shareholders, such aggregate number of shares not to exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company) for such purposes as they consider to be in the interests of the Company.

Important Notice on COVID-19:

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020) and the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated from time to time) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place (the "Regulations"), the following steps will be taken for the AGM of the Company to help minimise the risk of community spread of the virus. The AGM is being convened, and will be held, by way of electronic means. Shareholders will not be allowed to attend the AGM in person and no Shareholders or their corporate representatives will be admitted. A Depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the time fixed for the AGM.

In addition, printed copies of this Notice, Annual Report and the accompanying Proxy Form will not be sent to Shareholders. Instead, this Notice, the Annual Report and the accompanying Proxy Form may be accessed via the Company's website at <https://www.envictus-intl.com>. This Notice, the Annual Report and the accompanying Proxy Form are also available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

Shareholders are reminded not to congregate to watch the "live" webcast or listen to the AGM proceedings and ensure that safe distancing measures are practised and the Regulations and all government advisories are adhered to. The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.

Alternative Arrangements for Participation at the AGM:

Shareholders may participate at the AGM in the following manner:

- (a) observing and/or listening to the AGM proceedings via a "live" audio-visual webcast or the "live" audio-only stream;
- (b) submitting questions in advance of the AGM or "live" at the AGM; and/or
- (c) voting at the AGM (i) "live" by shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

Shareholders (including, where applicable, their appointed proxy(ies)) and CPF and SRS Investors, can pre-register for access to the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings at the pre-registration website at the URL: <https://conveneagm.sg/envictusAGM2023>, by 11.00 a.m. on 27 January 2023.

Shareholders who wish to vote on the resolutions at the AGM may:

- (a) (where such shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on their behalf; or
- (b) (where such shareholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM.

Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with this Notice and the Annual Report on SGXNet and the Company's website at <https://www.envictus-intl.com>

The Proxy Form can be submitted in the following manner by 11.00 a.m. on 27 January 2023:

- (a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to and received at, the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted by email, the Proxy Form must be received by the Company at proxyform@envictus-intl.com.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and to vote thereat unless his name appears on the Depository Register maintained by the CDP at least 72 hours before the AGM.

Shareholders can submit questions in advance of, or “live” at the AGM. Shareholders who wish to submit questions in advance of the AGM may do so by 11.00 a.m. on 16 January 2023:

- (a) via the pre-registration website at the URL <https://conveneagm.sg/envictusAGM2023>; or
- (b) by email to AGMquestions@envictus-intl.com.

Members will need to identify themselves when posing questions by email by providing the following details:

- (a) the member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member’s NRIC/Passport/UEN number;
- (c) the member’s contact number and email address; and
- (d) the manner in which the member holds his/her/its shares in the Company (e.g., via CDP, CPF or SRS).

The Company will answer all substantial and relevant questions received prior to the AGM at least 72 hours prior to the closing date and time for the lodgement of the proxy forms i.e. by 11.00 a.m. on 24 January 2022. The answers will be published on SGXNet and the Company’s website at <https://www.envictus-intl.com>. The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies) who wish to ask questions “live” at the AGM must first pre-register at the pre-registration website at the URL <https://conveneagm.sg/envictusAGM2023>.

Shareholders and proxyholders who pre-registered and are verified to attend the AGM will be able to ask questions relating to the agenda of the AGM by clicking the “Ask a Question” feature and then clicking the “Queue for Video Call” via the Live Webcast. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual or audio means during the AGM within a certain prescribed time limit.

Personal Data Privacy:

By submitting an instrument 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 (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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 (or its agents) to comply with any applicable laws, listing 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 (or its agents), the member 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 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.