

**Ossia International Limited**  
(Incorporated in the Republic of Singapore)  
(Company Registration No: 199004330K)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirtieth Annual General Meeting of the Company will be held by way of electronic means on Friday, 30 July 2021 at 9.30 a.m. to transact the following business:-

**AS ORDINARY BUSINESS**

1. To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 March 2021 and the Directors' Report and the Auditors Report thereon.  
**(Resolution 1)**
2. To re-elect Mr Goh Ching Wah, retiring by rotation, pursuant to Article 89 of the Company's Constitution.  
**(Resolution 2)**
3. To re-elect Mr Anthony Clifford Brown, retiring by rotation, pursuant to Article 89 of the Company's Constitution.  
**(Resolution 3)**

Mr Anthony Clifford Brown, if re-elected will remain as an Independent Director as well as Chairman of the Nominating Committee, and a Member of the Audit and Remuneration Committees; and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. To re-elect Mr Wong King Kheng, retiring by rotation, pursuant to Article 89 of the Company's Constitution.  
**(Resolution 4)**

Mr Wong King Kheng, if re-elected will remain as an Independent Director as well as Chairman of the Audit Committee, and a Member of the Nominating and Remuneration Committees; and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

5. To re-elect Ms Heng Su-Ling, Mae, retiring by rotation, pursuant to Article 89 of the Company's Constitution.  
**(Resolution 5)**

Ms Heng Su-Ling, Mae, if re-elected will remain as an Independent Director as well as Chairman of the Remuneration Committee, and a Member of the Audit and Nominating Committees; and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

6. To approve the payment of a Final tax-exempt one-tier dividend of 1 cent per ordinary share for the year ended 31 March 2021.  
**(Resolution 6)**
7. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration.  
**(Resolution 7)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

8. That contingent upon the passing of Ordinary Resolution 3 above, members to approve the continued appointment of Mr Anthony Clifford Brown, as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX LM), that will take effect on 1 January 2022. (See *Explanatory Note 2*)  
**(Resolution 8)**

9. That contingent upon the passing of Ordinary Resolution 7 above, members (excluding the Directors and Chief Executive Officer ("CEO") of the Company, and associates of such Directors and CEO), to approve Mr Anthony Clifford Brown's continued appointment as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Singapore Exchange Securities Trading Limited (SGX LM). **(Resolution 9)**
10. That contingent upon the passing of Ordinary Resolution 4 above, members to approve the continued appointment of Mr Wong King Kheng, as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX LM), that will take effect on 1 January 2022. *(See Explanatory Note 2)* **(Resolution 10)**
11. That contingent upon the passing of Ordinary Resolution 9 above, members (excluding the Directors and Chief Executive Officer ("CEO") of the Company, and associates of such Directors and CEO), to approve Mr Wong King Kheng's continued appointment as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Singapore Exchange Securities Trading Limited (SGX LM). **(Resolution 11)**
12. That contingent upon the passing of Ordinary Resolution 5 above, members to approve the continued appointment of Ms Heng Su-Ling, Mae, as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX LM), that will take effect on 1 January 2022. *(See Explanatory Note 2)* **(Resolution 12)**
13. That contingent upon the passing of Ordinary Resolution 11 above, members (excluding the Directors and Chief Executive Officer ("CEO") of the Company, and associates of such Directors and CEO), to approve Ms Heng Su-Ling's, Mae's continued appointment as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Singapore Exchange Securities Trading Limited (SGX LM). **(Resolution 13)**
14. Approval of Non-Executive Directors' fees  
  
To approve the payment of Directors' fees of S\$104,500/- to Non-Executive Directors for the financial year ended 31 March 2021 (2020: S\$104,500/-). **(Resolution 14)**
15. Authority to allot and issue shares
  - (a) "That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
    - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
    - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
    - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
  - (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed, after adjusting for;
  - a) new shares arising from the conversion or exercise of convertible securities, or
  - b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
  - c) any subsequent consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

**(Resolution 15)**  
**(Please see Explanatory Note 1)**

**BY ORDER OF THE BOARD**

Lotus Isabella Lim Mei Hua  
Company Secretary

Singapore, 15 July 2021

**Explanatory Notes:-**

1. The ordinary resolution in item no. 15 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
2. Mr Anthony Clifford Brown, Mr Wong King Kheng and Ms Heng Su-ling, Mae were appointed independent directors of the company on 25 May 2002, 28 October 1996 and 27 April 2010 respectively and has served the Board beyond nine years. Rule 210(5)(d)(iii) which takes effect on 1 January 2022, of the Listing Manual of the SGX-ST, requires a director who has been a director for an aggregate period of more than nine years (whether before or after listing) and whose continued appointment as an independent director to seek approval in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the company, and associates of such directors and chief executive officer. In connection therewith, the resolutions to seek the approval of the shareholders for the re-election of Mr Anthony Clifford Brown, Mr Wong King Kheng and Ms Heng Su-Ling, Mae as Independent Directors of the Company will be put to the vote at the forthcoming Annual General Meeting in accordance with the abovementioned required two tier voting mechanism.

Rule 210(5)(d)(iii) provides that the continued appointment as independent director, after an aggregated period of more than 9 years on the Board, must be sought and approved in separate resolutions by (a) all members and (b) members excluding Directors, CEO, and their associates. Consequently, contingent upon the passing of respective Ordinary Resolutions as set out in the Notice of the Annual General Meeting, Mr Anthony Clifford Brown, Mr Wong King Kheng and Ms Heng Su-Ling, Mae will continue to serve as Independent Directors of the Company.

Important Notes:

### 1. Pre-Registration:

The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and or/voting by proxy at the AGM are set out in this notice of AGM. This notice of AGM may be accessed at the URLs

<https://www.sgx.com/securities/equities/O08#Company%20Announcements>.

**Members will not be able to attend the AGM physically.** Members who wish to participate at the AGM may watch the AGM proceedings via a live audio-visual webcast or live audio-only stream ("**Live Webcast**"). To do so, members must pre-register their details including full name, NRIC/Passport/Company Registration No., contact number and email address on the Company's AGM pre-registration website at the URL <http://on.skr.ma/ossia-agm> before **9.30am on Tuesday, 27 July 2021** ("**Registration Deadline**") for the Company to verify their status as members.

Verified members will receive an email by **Thursday, 29 July 2021** containing instructions to access the Live Webcast. Members must not forward the link or their log-in details to third persons who are not members or who are not entitled to attend the AGM proceedings.

Members who do not receive an email by **9.30am on Thursday, 29 July 2021** but have registered before the Registration Deadline should contact *Frederick Ng* by email to [frederick.ng@ossia.com.sg](mailto:frederick.ng@ossia.com.sg).

### 2. Submission of Questions:

**The Company will not be addressing any questions raised by the members during the Meeting.** Members who have any substantial and relevant questions in relation to any agenda item of this notice, shall send their queries to the Company in advance, by **Tuesday, 27 July 2021** on the Company's AGM pre-registration website at the URL <http://on.skr.ma/ossia-agm>.

The Company will endeavor to upload the Company's responses to substantial and relevant queries from members on the SGXNet and the Company's website by **Thursday, 29 July 2021**.

### 3. Submission of Proxy Form:

Members will not be able to vote through the Live Webcast and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which, the appointment of Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the AGM can be accessed and is made available with this Notice of AGM on the SGXNet at the URL

<https://www.sgx.com/securities/equities/O08#Company%20Announcements> on the same day.

For CPF or SRS investors who wish to appoint Chairman of the Meeting as their proxy, they should approach their CPF and/or SRS Approved Nominees to submit their votes at least seven (7) working days before the AGM, i.e. by **5.00 p.m. on Wednesday, 21 July 2021**.

The instrument appointing Chairman of the Meeting as proxy must be:

- (a) deposited at the office of the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898; or
- (b) emailed to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) (recommended),

in either case, not less than 48 hours before the time appointed for holding the AGM, i.e. by **9.30 a.m. on Wednesday, 28 July 2021**.

Any incomplete/improperly completed proxy form (including proxy form which is not appointing "Chairman of the Meeting" as proxy) will be rejected by the Company.

A member who wishes to submit an instrument of proxy must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

The Company shall be entitled to reject the instrument appointing Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing Chairman of the Meeting as proxy). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing Chairman of the Meeting as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

#### **4. Annual Report and other documents:**

The annual report for the financial year ended 31 March 2021 which was issued on 15 July 2021 can be accessed from the SGXNet at the URL <https://www.sgx.com/securities/equities/O08#Company%20Announcements>. No printed copy will be sent to members.

#### **PERSONAL DATA POLICY**

Where a member of the Company submits 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.