

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(Company Registration No: 200313131Z)

(Incorporated in the Republic of Singapore)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "AGM") of Envictus International Holdings Limited (the "Company") will be held at Orchid Ballroom, Basement 1, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on Friday, 26 January 2024 at 10.00 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 2023 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Dr Tan Khee Giap who is retiring pursuant to Regulation 97 of the Constitution of the Company and being eligible, offers himself for re-election.
[See explanatory note (a)] **(Resolution 2)**
3. To re-elect Mr Richard Lee Keng Chian who is retiring pursuant to Regulation 97 of the Constitution of the Company and being eligible, offers himself for re-election.
[See explanatory note (b)] **(Resolution 3)**
4. To re-elect Datuk Dr Sam Goi Seng Hui who is retiring pursuant to Regulation 91 of the Constitution of the Company and being eligible, offers himself for re-election.
[See explanatory note (c)] **(Resolution 4)**
5. To re-elect Mr Teo Chee Seng who is retiring pursuant to Regulation 91 of the Constitution of the Company and being eligible, offers himself for re-election.
[See explanatory note (d)] **(Resolution 5)**
6. To approve the payment of Directors' fees of S\$307,788 for the financial year ended 30 September 2023 (FY2022: S\$305,000). **(Resolution 6)**
7. To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. 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:-

9. **ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES** **(Resolution 8)**

"THAT pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised 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

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- (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.”
[See explanatory note (e)]

BY ORDER OF THE BOARD

S Surenthiraraj @ S Suresh
Kok Mor Keat
Company Secretaries

Singapore
5 January 2024

Explanatory Notes

- (a) **Resolution 2** - Dr Tan Khee Giap, will upon re-election as a Director, remain as Independent Director of the Company. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (b) **Resolution 3** - Mr Richard Lee Keng Chian, will upon re-election as a Director, remain as the Executive Director and Chief Executive Officer of the Company.

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- (c) **Resolution 4** - Datuk Dr Sam Goi Seng Hui, will upon re-election as a Director, remain as the Non-Executive Vice Chairman of the Company and members of the Audit Committee, Nominating Committee and Remuneration Committee.
- (d) **Resolution 5** - Mr Teo Chee Seng, will upon re-election as a Director of the Company, remain as a Chairman of the Remuneration Committee and the Nominating Committee and a member of the Audit Committee. He will be considered independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.
- (e) **Resolution 8** - 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.

Notes :

1. The AGM will be held in a wholly physical format at the venue, date and time stated above. There will be no option for members to participate virtually.
2. Printed copies of the Company's annual report for the financial year ended 30 September 2023 (save for this Notice of AGM and the accompanying proxy form for the AGM) will not be sent to members of the Company. Instead, such documents will be made available to members of the Company solely by electronic means via publication on (i) SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's website at <https://www.envictus-intl.com>. Members may request for printed copies of these documents by completing and submitting the Request Form accompanying the printed copies of this Notice and the proxy form sent by post to members, by 19 January 2024.
3. Members of the Company may submit questions related to the resolutions to be tabled for approval for the AGM in advance of the AGM within seven (7) calendar days from the date of the Notice of AGM (i.e. no later than 10.00 a.m. on 12 January 2024) through email to AGMquestions@envictus-intl.com and provide the following particulars for verification purpose:
 - (a) Full name as it appears on his/her/its CDP and/or CPF/SRS share records;
 - (b) NRIC/Passport/UEN number;
 - (c) Contact number and email address; and
 - (d) The manner in which you hold shares in the Company (e.g. via CDP and/or CPF/SRS).
4. The Company will endeavor to address all substantial and relevant questions received from members and publish its response on SGXNet and the Company's website by 20 January 2024, being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form. Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed. The Company will address any subsequent clarifications sought or substantial and relevant follow-up questions received after 10.00 a.m. on 12 January 2024 which have not already been addressed prior to the AGM, at the AGM itself. For substantial questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM, which will be published on the Company's corporate website and SGXNet within one (1) month after the AGM.
5. A member (other than a Relevant Intermediary (as defined below)) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
6. If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against or abstentions from voting on each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote at his discretion.

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7. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM. Relevant intermediary is either:
- (i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (iii) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953 of Singapore (the "CPF Act"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
8. The instrument appointing a proxy must be submitted in the following manner not less than 72 hours before the time appointed for the AGM, that is latest by 10.00 a.m. on 23 January 2024:
- (i) 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
 - (ii) if submitted by email, the Proxy Form must be received by the Company at proxyform@envictus-intl.com.
9. CPFIS/SRS investors may:
- (a) vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes.

in either case, not later than 10.00 a.m. on 17 January 2024, being seven (7) working days before the date of the AGM.

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.