ACCRELIST LTD.
(the "**Company**")
(Company Registration No. 198600445D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

*All capitalised terms used in the resolutions below shall, unless otherwise defined herein, have the meanings ascribed to them in the circulars to shareholders of the Company dated 10 February 2023 ("**Circulars**").*

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Company ("**EGM**") will be held by way of electronic means on Monday, 27 February 2023 at 4:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the ordinary resolutions as set out below.

ORDINARY RESOLUTIONS

1. **Ordinary Resolution: Proposed Appointment of Auditors**

That:

(a) the appointment of Moore Stephens LLP ("**Moore Stephens**") as auditors of the Company, with effect from the date of Shareholders' approval of this ordinary resolution to hold office until the conclusion of the next Annual General Meeting ("**AGM**") at such remuneration and on such terms to be agreed between the Directors and Moore Stephens be and is hereby approved; and

(b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of Auditors and/or the transactions authorised by this ordinary resolution.

(Resolution 1)

2. **Ordinary Resolution: Proposed Adoption of the Accrelist PSP 2023**

That:

(a) a new performance share plan to be known as the "Accrelist Performance Share Plan" (the "**Accrelist PSP 2023**"), rules and details of which are set out in the Circular accompanying this Notice of EGM, under which awards ("**Awards**") of fully paid-up Shares will be granted free of payment to eligible participants under the Accrelist PSP 2023, be and is hereby approved and adopted;

(b) the Directors of the Company be and are hereby authorised:

(i) to establish and administer the Accrelist PSP 2023;

(ii) to modify and/or amend the Accrelist PSP 2023 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Accrelist PSP 2023 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Accrelist PSP 2023;

(iii) subject to the same being allowed by law, to apply any Shares purchased under any

share buy-back mandate towards the satisfaction of any contingent Awards granted under the Accrelist PSP 2023; and

(iv) to grant Awards in accordance with the provisions of the Accrelist PSP 2023 and pursuant to Section 161 of the Companies Act 1967, and to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the vesting of Awards provided that the aggregate number of Shares available pursuant to the Accrelist PSP 2023 (including any other share option schemes of the Company), shall not exceed ten per cent (10%) of the total issued Shares of the Company (excluding any treasury shares and subsidiary holdings) from time to time.

[See Explanatory Note 1] **(Resolution 2)**

BY ORDER OF THE BOARD

Loh Eng Lock Kelvin
Siau Kuei Lian
Joint Company Secretaries

Singapore,
10 February 2023

Explanatory Notes:

1. Ordinary Resolution 2, if passed, will empower the Directors of the Company, from the date of this EGM until the date of the next AGM, or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant Awards under the Accrelist PSP 2023 in accordance with the provisions of the Accrelist PSP 2023 and to issue from time to time such number of fully paid Shares as may be required to be issued pursuant to the vesting of the Awards subject to the maximum number of Shares prescribed under the terms and conditions of the Accrelist PSP 2023. The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Accrelist PSP 2023 on any date, when added to the number of Shares issued or issuable and/or transferred or transferable in respect of all Awards granted under the Accrelist PSP 2023 and the number of Shares issued or issuable and/or transferred or transferable in respect of all options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, **shall not exceed ten per cent (10%) of the total issued share capital of the Company from time to time (excluding treasury shares and subsidiary holdings)**. As a summary, the Accrelist PSP 2023 shall continue to be in force at the discretion of the Committee subject to a maximum of 10 years commencing on the date this Ordinary Resolution 2 is passed. The following persons, at the discretion of the Committee, shall be eligible to participate in the Accrelist PSP 2023, (i) Group Employees, (ii) Executive Directors, and (iii) Non-Executive Directors. For the avoidance of doubt, Controlling Shareholders and their Associates are **not** eligible to participate in the Accrelist PSP 2023. As such, Group Employees, Executive Directors and/or Non-Executive Directors who are Controlling Shareholders or Associates of Controlling Shareholders are not eligible to participate in the Accrelist PSP 2023. As at the Latest Practicable Date, Dr. Terence Tea, while a Director, is also a Controlling Shareholder and is therefore not eligible to participate in the Accrelist PSP 2023. Further detailed information on the proposed adoption of the Accrelist PSP 2023 is set out in the relevant Circular accompanying this Notice.

Notes:

General

1. With due consideration of public health and other risks, and pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the EGM will be held by way of electronic means and the members will NOT be allowed to attend the EGM in person. However, alternative arrangements have been made for the members to participate and vote in real-time at the EGM.

2. Alternative arrangements relating to, among others, attendance, submission of questions in advance, or "live" at the EGM and/or voting at the EGM (a) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (b) by appointing the Chairman of the EGM as a proxy to vote on the member's behalf at the EGM are set out in this Notice of EGM. The Notice of EGM is also made available on SGXNET at the following URL: https://www.sgx.com/securities/company-announcements and the Company's website at the following URL: http://accrelist.listedcompany.com/.

Participation in EGM proceedings via "Live Webcast/Live Audio Feed"

3. A member will be able to participate at the EGM by watching the EGM proceedings via a "live" audio-video webcast via mobile phones, tablets or computers or by listening to the proceedings through a "live" audio-only feed via telephone ("**Live Webcast/Live Audio Feed**"). In order to do so, a member must pre-register by **4:30 p.m. on 25 February 2023** ("**Pre-registration Deadline**"), at the following URL: https://globalmeeting.bigbangdesign.co/accrelistEGM2023/ ("**Pre-registration Website**") for the Company to authenticate his/her/its status as members.

4. To pre-register the Live Webcast/Live Audio Feed, kindly access the Pre-registration Website, using either the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox.

5. Following the authentication of his/her/its status as a member, such member will receive an email with instructions on how to access the Live Webcast/Live Audio Feed of the proceedings of the EGM by **12:00 p.m. on 26 February 2023**.

6. Members who do not receive an email by **12:00 p.m. on 26 February 2023**, but have registered by the Pre-registration Deadline, may contact the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd., at email address: shareregistry@incorp.asia with the following details included: (1) the full name of the member, and (2) his/her/its identification/registration number.

7. Investors who hold Shares through Depository Agents and wish to watch or listen to (as the case may be) the Webcast/Live Audio Feed of the EGM must approach their respective Depository Agents to pre-register by **5:00 p.m. on 15 February 2023** in order to allow sufficient time for their respective Depository Agents to in turn register their interest with the Company.

Submission of Questions in advance of or "live" at the EGM

8. Members may submit substantial and relevant textual questions related to the resolutions to be tabled for approval for the EGM in advance of, or "live" at, the EGM.

How to submit questions in advance of EGM

9. If a member wishes to submit questions related to the resolutions tabled for approval at the EGM, all questions must be submitted no later than **17 February 2023** through any of the following means:

   (a) via the Pre-registration Website; or

(b) in hard copy by depositing the same at the registered office of the Company at 10 Ubi Crescent #03-95 Ubi Techpark Singapore 408564.

and provide particulars as follows:

- Full name (for individuals) / company name (for corporates) as per CDP/CPF/SRS account records;
- NRIC or passport number (for individuals) / Company Registration Number (for corporates);
- Contact number and email address; and
- The manner in which they hold shares in the Company (e.g. via CDP/CPF/SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its member status.

10. The Company will address all substantial and relevant questions received from members submitted in the manner set out in paragraph 9 above by **4:30 p.m. on 23 February 2023** via SGXNET and on our corporate website. The Company will also address any subsequent clarifications sought or follow-up questions at the EGM in respect of substantial and relevant matters. The responses from the Board and the management of the Company shall thereafter be published on SGXNET, together with the minutes of the EGM, within one (1) month after the conclusion of the EGM.

How to submit questions "live" at the EGM

11. Members may submit textual questions "live" at the EGM in the following manner:

(a) Members or where applicable, their appointed proxy(ies) and Investors who have pre-registered and are verified to attend the EGM can ask questions relating to the ordinary resolutions tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the EGM within a certain prescribed time limit.

(b) Members who wish to appoint a proxy(ies) (other than the Chairman of the EGM) to ask questions "live" at the EGM 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 before the Pre-registration Deadline, upon verification of the Proxy Form(s).

(c) Members (including CPF and SRS investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the "live" audio-video webcast via mobile phones, tablets or computers in order to ask questions "live" at the EGM, and will not be able to do so via the "live" audio-only feed via telephone of the EGM proceedings.

(d) The Company will, during the EGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received "live" at the EGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

Submission of instrument appointing a proxy(ies) to vote, or vote "live", at the EGM

12. Members who wish to exercise their voting rights at the EGM may:

(a) (where such members are individuals) vote "live" via electronic means at the EGM or (where such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM)[#] to vote "live" via electronic means at the EGM on their behalf; or

For the avoidance of doubt, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e. persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.

(b) (where such members are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

- Members (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live", at the EGM must first pre-register at the Pre-registration Website via the URL: https://globalmeeting.bigbangdesign.co/accrelistEGM2023/ before the Pre-registration Deadline.

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

13. A member who is not a Relevant Intermediary*, entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the EGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company.

14. The Proxy Form for the EGM can be assessed at the Company's website at the following URL: http://accrelist.listedcompany.com/, and is made available with this Notice of EGM on SGXNET at the following URL: https://www.sgx.com/securities/company-announcements on the same day.

15. The Proxy Form must be submitted to the Company in the following manner:

(a) by depositing a hard copy by post at the office of the Company's Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or

(b) by sending a scanned PDF copy by email to shareregistry@incorp.asia

in either case, by no later than **4:30 p.m. on 25 February 2023** ("**Proxy Deadline**").

16. 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.

17. **Members are strongly encouraged to submit the completed proxy form electronically via email.**

18. The instrument appointing the proxy or proxies must be executed under the hand of the appointor or attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or by an officer duly authorised. Where the instrument appointing the proxy or proxies 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 instrument, failing which the instrument may be treated as invalid.

19. The Company shall be entitled to reject the instrument appointing the proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy or proxies (including any related attachment or supporting documents) (such as in the case where the appointor submits more than one instrument appointing the proxy or proxies).

20. Investors who hold their Shares through Relevant Intermediaries* (including CPF investors, SRS investors and holders under Depository Agents) and who wish to exercise their votes should approach their respective Relevant Intermediaries (including their respective CPF agent banks, SRS approved banks or Depository Agents) to submit their voting instructions by **5:00 p.m. on 15 February 2023** (being seven (7) business days before the EGM) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf no later than the Proxy Deadline.

21. In the case of a member whose Shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the proxy or proxies lodged if such member, being appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by the CDP to the Company.

No despatch of physical copies

22. The following documents have been made available to members on **10 February 2023** together with this Notice of EGM via SGXNET at the following URL: https://www.sgx.com/securities/company-announcements and the Company's website at the following URL: http://accrelist.listedcompany.com/:

    (a) Proxy Form in relation to the EGM; and
    (b) Circulars to this Notice of EGM in connection to the Proposed Appointment of Auditors and the Proposed Adoption of the Accrelist PSP 2023.

23. There will be no despatch of printed copies of the Notice of EGM, Proxy Form and Circulars. Members are advised to check SGXNET at the URL: https://www.sgx.com/securities/company-announcements and the Company's website at the URL: http://accrelist.listedcompany.com/ for the aforesaid documents.

*A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act 1970 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; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By (a) submitting details for the registration to observe the proceedings of the EGM via the Live Webcast/Live Audio Feed, or (b) submitting the Proxy Form appointing the proxy(ies), speak and vote at the EGM and/or any adjournment thereof, or (c) submitting any question prior to the EGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing and administration by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);

(ii) 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 EGM and providing them with any technical assistance where necessary;

(iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and

(iv) 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.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the EGM. Accordingly, the member's personal data and its proxy's and/or 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.