

**CIRCULAR DATED 27 DECEMBER 2022**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your Shares in Procurri Corporation Limited (the "**Company**" or "**Procurri**", and the shares in Procurri, "**Shares**"), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained and opinions expressed in this Circular.

This Circular does not constitute or form a part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or invitation or solicitation of an offer to sell, issue or subscribe for, securities in Singapore or any other jurisdiction.

Nothing in this Circular constitutes, or shall be construed as legal, business, financial or tax advice. You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you are in any doubt as to the contents of this Circular or the action you should take.

In-principle approval has been obtained from the SGX-ST for the listing and quotation of the Procurri Placement Shares (as defined herein) to be issued on the Main Board of the SGX-ST. The SGX-ST's in-principle approval is not an indication of the merits of the Procurri Placement (as defined herein), the Procurri Placement Shares or any of the transactions contemplated in association with the Procurri Placement, the Company and/or its subsidiaries (collectively, the "**Group**"), the existing Shares or the Procurri Placement Shares.



**P R O C U R R I**

(Company Registration Number 201306969W)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO:**

- (A) THE PROPOSED PLACEMENT OF UP TO 21,000,000 NEW SHARES IN THE CAPITAL OF THE COMPANY AT A PLACEMENT PRICE OF S\$0.30 FOR EACH PROCURRI PLACEMENT SHARE (AS DEFINED HEREIN) PURSUANT TO THE PROPOSED PROCURRI PLACEMENT (AS DEFINED HEREIN);**
- (B) THE PROPOSED SHARE PURCHASE MANDATE (AS DEFINED HEREIN); AND**
- (C) THE PROPOSED ADDITIONAL DIRECTORS' EMOLUMENTS (AS DEFINED HEREIN).**

**IMPORTANT DATES AND TIMES**

Last date and time for submission of questions in advance of the extraordinary general meeting (" <b>EGM</b> ")	:	3 January 2023 at 10.00 a.m.
Last date and time for Company to publish responses to questions received	:	6 January 2023 at 10.00 a.m.
Last date and time for pre-registration for the EGM	:	8 January 2023 at 10.00 a.m.
Last date and time for lodgement of Proxy Forms	:	8 January 2023 at 10.00 a.m.
Date and time of the EGM (convened by electronic means)	:	11 January 2023 at 10.00 a.m.

## CONTENTS

	Page
CORPORATE INFORMATION .....	2
INDICATIVE TIMETABLE .....	3
DEFINITIONS .....	4
LETTER TO SHAREHOLDERS .....	10
1. INTRODUCTION.....	10
2. THE PROCURRI PLACEMENT .....	11
3. THE SHARE PURCHASE MANDATE .....	23
4. PROPOSED ADDITIONAL DIRECTORS' EMOLUMENTS .....	34
5. EGM .....	39
6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS .....	40
7. DIRECTORS' RECOMMENDATIONS .....	41
8. ACTION TO BE TAKEN BY SHAREHOLDERS .....	42
9. INSPECTION OF DOCUMENTS.....	42
10. DIRECTORS' RESPONSIBILITY STATEMENT .....	43
APPENDIX A – FINANCIAL EFFECTS OF THE PROPOSED SHARE PURCHASE MANDATE	A-1
NOTICE OF EXTRAORDINARY GENERAL MEETING	B-1
PROXY FORM	

## CORPORATE INFORMATION

Directors of the Company	:	Mr Wong Kok Khun ( <i>Executive Chairman</i> ) Mr Ng Loh Ken Peter ( <i>Lead Independent Director</i> ) Mr Wong Quee Quee, Jeffrey ( <i>Independent Director</i> ) Dr Lim Puay Koon ( <i>Independent Director</i> ) Mr Lim Swee Yong ( <i>Non-Independent Non-Executive Director</i> ) Mr Lwi Tong Boon ( <i>Non-Independent Non-Executive Director</i> )
Registered Office of the Company	:	29 Tai Seng Avenue #01-01 Natural Cool Lifestyle Hub Singapore 534119
Legal Adviser to the Company	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Share Registrar and Transfer Agent Office	:	Tricor Barbinder Share Registration Services 80 Robinson Road #02-00 Singapore 068898

## INDICATIVE TIMETABLE

The timetable for the events which are scheduled to take place after the EGM is indicative only and is subject to change at the Company's discretion. Any changes (including any determination of the relevant dates) to the timetable below will be announced by the Company.

<b>Event</b>	<b>Date and Time</b>
Last date and time for submission of questions in advance of the EGM :	3 January 2023 at 10.00 a.m.
Last date and time for the Company to publish responses to questions received :	6 January 2023 at 10.00 a.m.
Last date and time for pre-registration for the EGM :	8 January 2023 at 10.00 a.m.
Last date and time for lodgement of Proxy Forms :	8 January 2023 at 10.00 a.m.
Date and time of the EGM (convened by electronic means) :	11 January 2023 at 10.00 a.m.

### **If approval for the issuance of the Procurri Placement Shares is obtained at the EGM:**

Completion of Procurri Placement and issuance of the Procurri Placement Shares :	By 1 February 2023
Resumption of trading of Shares on the SGX-ST :	By 1 February 2023

## DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires otherwise:

<b>“ACRA”</b>	:	Accounting and Corporate Regulatory Authority of Singapore
<b>“Additional Emoluments”</b>	<b>Directors’</b> :	The proposed payment of additional Directors’ emoluments to the Relevant Directors, as described in paragraph 4.2 of this Circular
<b>“AGM”</b>	:	The annual general meeting of the Company held on 26 April 2022
<b>“Awards”</b>	:	Has the meaning defined in paragraph 3.3.1 of this Circular
<b>“Approval Date”</b>	:	Has the meaning defined in paragraph 3.3.1 of this Circular
<b>“Approved Directors’ Fees”</b>	:	The payment of Directors’ fees of up to S\$297,000 approved by Shareholders at the AGM
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Code”</b>	:	Singapore Code on Take-overs and Mergers
<b>“Company” or “Procurri”</b>	:	Procurri Corporation Limited
<b>“Companies Act”</b>	:	The Companies Act 1967 of Singapore, as amended, varied or supplemented from time to time
<b>“Completion”</b>	:	The completion of the Compliance Placement
<b>“Completion Date”</b>	:	The date of completion of the subscription and/or purchase of the Compliance Placement Shares
<b>“Compliance Placement”</b>	:	The Procurri Placement and the Vendor Placement, undertaken to restore the free float of the Company
<b>“Compliance Placement Shares”</b>	:	The Procurri Placement Shares and/or the Vendor Placement Shares (as the case may be)
<b>“Cut-off Date”</b>	:	15 February 2023 (being a date not later than the date falling 16 weeks after the date of the Placement Agreement) or such other date as the Company, the Vendor and the Placement Agent may mutually agree
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held on 11 January 2023 at 10.00 a.m., by way of electronic means, notice of which is given in the Notice of EGM set out on pages B-1 to B-6 of this Circular (or any adjournment thereof)

<b>“EPS”</b>	:	Earnings per Share
<b>“FY2021”</b>	:	The financial year ended 31 December 2021
<b>“FY2022”</b>	:	The financial year ending 31 December 2022
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as modified, supplemented or amended from time to time
<b>“Mandatory Offer”</b>	:	Has the meaning defined in paragraph 2.2.1(a) of this Circular
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for securities trading
<b>“MAS”</b>	:	The Monetary Authority of Singapore
<b>“Material Adverse Effect”</b>	:	Any material adverse effect on (i) the financial condition, prospects, earnings, business, properties, assets or results of operations of the Group taken as a whole whether or not arising from transactions in the ordinary course of business or (ii) the ability of the Company or, as the case may be, the Vendor, to perform in any material respect its obligations under the Placement Agreement
<b>“Maximum Price”</b>	:	Has the meaning defined in paragraph 3.3.4 of this Circular
<b>“Minimum Public Float”</b>	:	The minimum 10 per cent. of Shares to be held in public hands as required under Rule 723 of the Listing Manual
<b>“NTA”</b>	:	Net tangible assets
<b>“Offeror”</b>	:	DeClout Pte. Ltd., a company incorporated in the Republic of Singapore, and a Substantial Shareholder of the Company, which, as at the Latest Practicable Date, holds 98.32 per cent. of the Shares in the Company, as set out in paragraph 6.2 of the Circular. Its principal activities are that of investment holding, strategic management and corporate shared services
<b>“Off-Market Purchase”</b>	:	Has the meaning defined in paragraph 3.3.3(b) of this Circular
<b>“On-Market Purchase”</b>	:	Has the meaning defined in paragraph 3.3.3(a) of this Circular
<b>“Ordinary Resolution 1”</b>	:	The Ordinary Resolution in relation to the allotment and issuance of up to 21,000,000 Procurri Placement Shares for the purposes of the Procurri Placement, pursuant to Section 161 of the Companies Act and Rules 805(1) and 811(3) of the Listing Manual

<b>“Ordinary Resolution 2”</b>	:	The Ordinary Resolution in relation to the proposed Share Purchase Mandate
<b>“Ordinary Resolution 3”</b>	:	The Ordinary Resolution in relation to the payment of the Additional Directors’ Emoluments
<b>“Placement Agent”</b>	:	SAC Capital Private Limited, a company incorporated in the Republic of Singapore
<b>“Placement Agreement”</b>	:	The placement agreement entered into among (a) the Company, (b) the Vendor and (c) the Placement Agent dated 26 October 2022, pursuant to which the Placement Agent had agreed, on a best endeavours basis, (i) to procure subscriptions and payment for up to 21,000,000 Procurri Placement Shares pursuant to the Procurri Placement and (ii) to process applications for purchases for up to 6,000,000 existing Shares currently held by the Vendor pursuant to the Vendor Placement
<b>“Placement Commission”</b>	:	The Procurri Placement Commission and the Vendor Placement Commission
<b>“Placement Conditions”</b>	:	Has the meaning defined in paragraph 2.7.3 of this Circular
<b>“Procurri Placement”</b>	:	The proposed placement of up to 21,000,000 Procurri Placement Shares pursuant to Section 277 of the SFA
<b>“Procurri Placement Commission”</b>	:	A placement commission of 8.0 per cent. of the Procurri Placement Price for each Procurri Placement Share multiplied by the relevant number of Procurri Placement Shares allotted and issued by the Company under the Procurri Placement, for which the Placement Agent has procured subscribers, payable by the Company to the Placement Agent
<b>“Procurri Placement Price”</b>	:	The issue price of S\$0.30 for each Procurri Placement Share
<b>“Procurri Placement Shares”</b>	:	The new Shares to be issued pursuant to the Procurri Placement
<b>“PSP”</b>	:	The Procurri Corporation Performance Share Plan
<b>“PSP Awards”</b>	:	The Additional Directors’ Emoluments which are proposed to be paid in the form of up to 9,000,000 share awards
<b>“Purchase Price”</b>	:	Has the meaning defined in paragraph 3.9(a)(i) of this Circular
<b>“Put Option”</b>	:	Has the meaning defined in paragraph 2.2.1(c) of this Circular
<b>“Qualifying Persons”</b>	:	Has the meaning as defined under Section 273(4)(a) of the SFA, being (i) a bona fide director or equivalent person, former director or equivalent person, consultant, adviser, employee or

former employee of the Vendor or a related corporation of the Vendor (being a corporation), or (ii) the spouse, widow, widower or a child, adopted child or stepchild below the age of 18, of such director or equivalent person, former director or equivalent person, employee or former employee

- “Relevant Directors”** : Mr Wong Kok Khun, Mr Lwi Tong Boon and Mr Lim Swee Yong, each a **“Relevant Director”**
- “Relevant Securities Account”** : Has the meaning defined in paragraph 2.7.2(a) of this Circular
- “Register of Members”** : The register of members of the Company
- “Resolutions”** : Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3
- “Securities Account”** : Securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
- “SFA”** : The Securities and Futures Act 2001 of Singapore, as amended, varied or supplemented from time to time
- “SGX-ST”** : Singapore Exchange Securities Trading Limited
- “Share Purchase Mandate”** : The mandate to enable the Company to purchase or otherwise acquire Shares in accordance with, and in the manner prescribed by, the terms set out in this Circular, the Companies Act and the rules of the Listing Manual and such other laws and regulations as may, for the time being, be applicable
- “Shares”** : Ordinary shares in the capital of the Company
- “Shareholders”** : Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term **“Shareholders”** shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
- “Substantial Shareholder”** : A person who has an interest or interests in Shares representing not less than five per cent. of the total voting rights of all Shareholders
- “Trading Halt”** : The suspension of trading of the Shares on the SGX-ST on 4 July 2022
- “Vendor”** : DeClout Pte. Ltd., a company incorporated in the Republic of Singapore, and a Substantial Shareholder of the Company, which, as at the Latest Practicable Date, holds 98.32 per cent. of the Shares in the Company, as set out in paragraph 6.2 of



the Circular. Its principal activities are that of investment holding, strategic management and corporate shared services

- “Vendor Group”** : The Vendor, its holding company(ies) and its subsidiaries (including the Company)
- “Vendor Placement”** : The proposed sale and disposal of up to 6,000,000 existing Shares currently held by the Vendor to Qualifying Persons by way of an exempt offering in Singapore pursuant to Section 273(1)(i) of the SFA
- “Vendor Placement Commission”** : A placement commission of 8.0 per cent. of the Vendor Placement Price for each Vendor Placement Share multiplied by the relevant number of Vendor Placement Shares which are applied for through the Placement Agent pursuant to the Placement Agreement, payable by the Vendor to the Placement Agent
- “Vendor Placement Price”** : The issue price of S\$0.215 for each Vendor Placement Share
- “Vendor Placement Shares”** : The existing Shares currently held by the Vendor to be sold and disposed pursuant to the Vendor Placement
- “Volume Weighted Average Price”** : Has the meaning defined in paragraph 2.4 of this Circular
- “S\$”, “\$” and “cents”** : Singapore dollars and cents, respectively
- “%” or “per cent.”** : Per centum or percentage

The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Listing Manual or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning ascribed to it under the Listing Manual or such modification thereof, as the case may be, unless otherwise provided. Summaries of the provisions of any laws and regulations (including the Listing Manual) contained in this Circular are of such laws and regulations (including the Listing Manual) as at 21 December 2022 (the **“Latest Practicable Date”**).

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

## LETTER TO SHAREHOLDERS

### PROCURRI CORPORATION LIMITED

(Company Registration Number 201306969W)

(Incorporated in the Republic of Singapore)

#### Board of Directors:

Mr Wong Kok Khun (*Executive Chairman*)

Mr Ng Loh Ken Peter (*Lead Independent Director*)

Mr Wong Quee Quee, Jeffrey (*Independent Director*)

Dr Lim Puay Koon (*Independent Director*)

Mr Lim Swee Yong (*Non-Independent Non-Executive Director*)

Mr Lwi Tong Boon (*Non-Independent Non-Executive Director*)

#### Registered Office:

29 Tai Seng Avenue

#01-01 Natural Cool

Lifestyle Hub

Singapore 5341 19

27 December 2022

To: The Shareholders of Procurri Corporation Limited  
(the “**Company**”)

Dear Sir/Madam,

- (A) **THE PROPOSED PLACEMENT OF UP TO 21,000,000 NEW SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.30 FOR EACH PROCURRI PLACEMENT SHARE (AS DEFINED HEREIN) PURSUANT TO THE PROCURRI PLACEMENT (AS DEFINED HEREIN);**
- (B) **THE PROPOSED SHARE PURCHASE MANDATE (AS DEFINED HEREIN); AND**
- (C) **THE PROPOSED ADDITIONAL DIRECTORS’ EMOLUMENTS (AS DEFINED HEREIN).**

## 1. INTRODUCTION

### 1.1 Overview

The Company is convening the EGM to seek Shareholders’ approval for:

- (a) the allotment and issuance of up to 21,000,000 Procurri Placement Shares for the purposes of the Procurri Placement, pursuant to Section 161 of the Companies Act and Rules 805(1) and 811(3) of the Listing Manual (the “**Ordinary Resolution 1**”);
- (b) the proposed Share Purchase Mandate (the “**Ordinary Resolution 2**”); and
- (c) the proposed Additional Directors’ Emoluments (the “**Ordinary Resolution 3**”),

(collectively, the “**Resolutions**”).

For the avoidance of doubt, the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 are not inter-conditional upon passing of any of the other Resolutions. Please refer to paragraph 5 of this Circular and the Notice of EGM set out on pages B-1 to B-6 of this Circular for further details.

## 1.2 Information on the Company

The Group's business has undergone changes in its ownership and senior leadership during the period from the six-month financial period of the Company ended 30 June 2022 to the Latest Practicable Date, including the close of a mandatory conditional cash offer for all the Shares, other than treasury shares and those Shares already owned, controlled or agreed to be acquired by the Company's controlling shareholder, DeClout Pte. Ltd., and the retirement of Mr Sean Murphy as the Executive Director and Global Chief Executive Officer of the Company with effect from 30 September 2022. A new leadership team consisting of existing executive officers and other senior management has been formed to lead the business into the future. Moving forward, the Group expects to undertake an internal restructuring exercise to streamline its group operations.

## 1.3 Circular

The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the Resolutions, and to seek Shareholders' approval at the EGM for the Resolutions, the notice of which is set out on pages B-1 to B-6 of this Circular.

The SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained and opinions expressed in this Circular.

## 2. THE PROCURRI PLACEMENT

### 2.1 Overview

On 26 October 2022, the Company announced that it intended to undertake a compliance placement to restore the free float of the Company and had entered into a placement agreement (the "**Placement Agreement**") with SAC Capital Private Limited (the "**Placement Agent**") and DeClout Pte. Ltd. (the "**Vendor**"), pursuant to which:

- (a) the Company had agreed to issue, and the Placement Agent had agreed, on a best endeavours basis, to procure subscriptions and payment for, up to 21,000,000 new Shares (the "**Procurri Placement**", and such new Shares, the "**Procurri Placement Shares**") at an issue price of S\$0.30 for each Procurri Placement Share (the "**Procurri Placement Price**"), amounting to an aggregate consideration of up to S\$6,300,000; and
- (b) the Vendor had agreed to sell, and the Placement Agent had agreed, on a best endeavours basis, to process applications for purchases from Qualifying Persons pursuant to Section 273(1)(i) of the SFA, and payment for, up to 6,000,000 existing Shares currently held by the Vendor (the "**Vendor Placement**", and such existing Shares, the "**Vendor Placement Shares**", collectively with the Procurri Placement Shares, the "**Compliance Placement Shares**"), at an issue price of S\$0.215 for each Vendor Placement Share (the "**Vendor Placement Price**"), amounting to an aggregate consideration of up to S\$1,290,000,

(the "**Compliance Placement**").

The Procurri Placement is not underwritten and will be undertaken by way of an exempt offering in Singapore in accordance with Section 277 of the SFA. Accordingly, the Procurri Placement is subject to the lodgement of an offer information statement (the “**Offer Information Statement**”) together with all other accompanying documents, to be issued by the Company in connection with the Procurri Placement, by the Company with the Monetary Authority of Singapore (the “**MAS**”).

The Vendor Placement will be undertaken by way of an exempt offering in Singapore pursuant to Section 273(1)(i) of the SFA. Accordingly, no prospectus or offer information statement will be issued by the Company in connection with the Vendor Placement. For the avoidance of doubt, Shareholders’ approval is not required for the Vendor Placement. Please refer to paragraph 2.12 of this Circular for more information on the Vendor Placement.

The Compliance Placement is expected to, following the completion of which, raise the percentage of Shares held in public hands to at least 10 per cent., and result in at least 10 per cent. of the issued Shares being held by at least 500 Shareholders who are members of the public, such that the Company will be in compliance with Rules 723 and 1105 of the Listing Manual, for the Company to resume trading of the Shares on the SGX-ST.

## 2.2 Background

### 2.2.1 Loss of Minimum Public Float

- (a) On 20 May 2022, the Company announced that DeClout Pte. Ltd., as offeror (the “**Offeror**”), had acquired a number of Shares by way of married trades, following which it had owned, controlled or had agreed to acquire an aggregate number of Shares representing approximately 30.76 per cent. of the total number of Shares held at the relevant time. Accordingly, pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”), the Offeror made a mandatory conditional cash offer (the “**Mandatory Offer**”) for all the Shares, other than treasury shares and those Shares already owned, controlled or agreed to be acquired by the Offeror.
- (b) Due to the level of acceptances in respect of the Mandatory Offer, on 13 June 2022, the Company, pursuant to Rule 724(1) of the Listing Manual, announced that the percentage of Shares held in public hands fell below 10 per cent. as required under Rule 723 of the Listing Manual (the “**Minimum Public Float**”). Pursuant to Rule 1303(1) of the Listing Manual, the SGX-ST will suspend trading of the Shares only at the close of the Mandatory Offer, which took place on 1 July 2022. Hence, on 4 July 2022, the Company requested for the SGX-ST to suspend the trading of the Shares with effect from 9.00 a.m. on 4 July 2022 (the “**Trading Halt**”) until the Minimum Public Float is restored.
- (c) Subsequently, Shareholders who have not accepted the Mandatory Offer were notified on 12 July 2022 of their right to require Offeror to acquire their Shares pursuant to Section 215(3) of the Companies Act (the “**Put Option**”), which expired on 12 October 2022.
- (d) Following the close of Mandatory Offer and the expiry of the Put Option, the percentage of Shares held in public hands as at the Latest Practicable Date is 1.68 per cent., held by 236 Shareholders who are members of the public.

### 2.2.2 Extension of Time for Compliance

- (a) On 23 August 2022, the Company announced that the SGX-ST granted the Company an extension of time to 30 November 2022 to meet the Minimum Public Float. The Company required the additional time due to, among other things, the date of expiry of the Put Option being 12 October 2022.
- (b) On 30 November 2022, the Company further announced that the Company had submitted an application to the SGX-ST on 29 November 2022 for a further extension of time of up to 1 February 2023 to comply with the Minimum Public Float, due to, among other things, the Company requiring additional time to prepare the Offer Information Statement and convene the EGM, following confirmation on the details of the Compliance Placement.
- (c) On 14 December 2022, the Company subsequently announced that the SGX-ST had, on 13 December 2022, informed the Company that it has no objection to the Company's application for a further extension of time of up to 1 February 2023 to comply with the Minimum Public Float.

### 2.3 Rationale for the Procurri Placement

The Procurri Placement, together with the Vendor Placement, is proposed to restore the public float of the Company following the completion of the Compliance Placement, for the key purpose of complying with the requirement under (a) Rule 723 of the Listing Manual, i.e., the Minimum Public Float, and (b) Rule 1105 of the Listing Manual, such that at least 10 per cent. of the issued Shares are held by at least 500 Shareholders who are members of the public, so as to resume trading of the Shares on the SGX-ST. Further, the Compliance Placement will also increase minority investors representation and enhance trading liquidity by increasing the public float of the Company.

The Company is of the view that the Procurri Placement would benefit the Shareholders, for the following reasons:

- (a) the trading of the Shares on the SGX-ST would be resumed; and
- (b) the Company would be able to build up its investor base, and such enhanced scale following the completion of the Procurri Placement would allow the Company to raise its profile in the investment community.

### 2.4 The Procurri Placement Price

Pursuant to Rule 811(1) of the Listing Manual, an issue of shares must not be priced at more than 10.0 per cent. discount to the weighted average price for trades done on the SGX-ST for the full Market Day on which the placement or subscription agreement was signed. Rule 811(3) of the Listing Manual provides, *inter alia*, that Rule 811(1) of the Listing Manual is not applicable if specific shareholders' approval is obtained for the issue of shares.

The Procurri Placement Price represents a discount of approximately 26.83 per cent. to the volume weighted average price of S\$0.41 per Share based on trades done on the SGX-ST on 1 July 2022 (being the last full Market Day prior to the Trading Halt and the execution of the

Placement Agreement) (the “**Volume Weighted Average Price**”), such discount having been determined on the basis of the current market conditions in the context of complying with the Minimum Public Float and Rule 1105 of the Listing Manual.

In view of Rule 811(1) of the Listing Manual, read with Rule 811(3) of the Listing Manual, the Company is seeking, by way of Ordinary Resolution 1, specific approval of Shareholders for the issuance of the Procurri Placement Shares at the Procurri Placement Price.

The Procurri Placement Price was determined pursuant to discussions with the Placement Agent, taking into account, among others:

- (a) the Shares being suspended from trading since 4 July 2022;
- (b) the current market conditions and response from investors pursuant to investors’ road shows conducted; and
- (c) the number of Shares and the number of investors required for the successful completion of the Compliance Placement, in order to restore the Company’s public float.

## **2.5 The Procurri Placement Shares**

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of 295,589,973 Shares (excluding treasury shares). Assuming that all of the Procurri Placement Shares are issued and placed out, following the completion of the Compliance Placement, the Company’s issued and paid-up share capital will increase to 316,589,973 Shares (excluding treasury shares).

The Procurri Placement Shares represent approximately 7.10 per cent. of the existing issued share capital of the Company as at the Latest Practicable Date and will represent 6.63 per cent. of the enlarged issued share capital of the Company following the completion of the Compliance Placement, assuming all the Procurri Placement Shares are issued and placed out.

The Procurri Placement Shares will be issued free from any and all mortgages, charges, claims, securities, pledges, liens, equities, encumbrances or any other interests whatsoever and will rank *pari passu* in all respects with all other Shares existing at the time of the issue of the Procurri Placement Shares (save that they will not rank for any dividends, rights, distributions, allotments and other entitlements, the record date in respect of which falls before the date of issue of the Procurri Placement Shares).

There is no moratorium imposed on the Procurri Placement Shares.

## **2.6 Manner of the Procurri Placement**

The Procurri Placement will be made pursuant to an exemption under Section 277 of the SFA. In connection with the foregoing, the Company will on or about 27 December 2022 lodge the Offer Information Statement, which is issued pursuant to Section 277 of the SFA and complies as to form and content with the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005, with the Monetary Authority of Singapore (the “**MAS**”).

The Procurri Placement Shares will not be placed to any person who is a director or a substantial shareholder or any other person in the categories set out in Rule 812(1) of the Listing Manual.

In addition, the Procurri Placement will not result in any transfer of controlling interest of the Company as defined in Rule 803 of the Listing Manual. Please refer to paragraph 2.7.4 of this Circular for more information.

## **2.7 Salient Terms of the Placement Agreement**

### **2.7.1 Placement Commission**

- (a) In respect of the Procurri Placement, in consideration of the agreement of the Placement Agent to procure subscribers on a best endeavours basis for the Procurri Placement Shares, the Company shall pay to the Placement Agent a placement commission of 8.0 per cent. of the Procurri Placement Price for each Procurri Placement Share (the “**Procurri Placement Commission**”), multiplied by the relevant number of Procurri Placement Shares allotted and issued by the Company under the Procurri Placement for which the Placement Agent has procured subscribers.
- (b) In respect of the Vendor Placement, in consideration of the agreement of the Placement Agent to process applications on a best endeavours basis for the purchase of the Vendor Placement Shares, the Vendor shall pay to the Placement Agent a placement commission of 8.0 per cent. of the Vendor Placement Price for each Vendor Placement Share (the “**Vendor Placement Commission**”, collectively with the Procurri Placement Commission, the “**Placement Commission**”), multiplied by the relevant number of Vendor Placement Shares which are applied for through the Placement Agent pursuant to the Placement Agreement.

The Procurri Placement Commission was commercially agreed by Company, the Vendor and the Placement Agent, taking into account the current global economy downturn and challenging market conditions, and the complexity of the structure of the Compliance Placement (which comprises two separate tranches, the Procurri Placement and the Vendor Placement). Further, the number of end-places to be procured by the Placement Agent and the procedures involved, in relation to the Compliance Placement, are much higher and complex than that of a usual placement.

Having considered the relevant factors, the Directors are of the view that the Procurri Placement Commission is reasonable and on normal commercial terms.

### **2.7.2 Placement Completion**

Subject to the terms and conditions of the Placement Agreement, completion of the Compliance Placement (the “**Completion**”) shall take place on the date of completion of the subscription and/or purchase of the Compliance Placement Shares (the “**Completion Date**”), which shall be no later than five business days after the last of the Placement Conditions are fulfilled, but in any event no later than 15 February 2023 (being a date not later than the date falling 16 weeks after the date of the Placement Agreement), or such other date as the Company, the Vendor and the Placement Agent may mutually agree (the “**Cut-off Date**”).



Subject to the terms and conditions of the Placement Agreement, on the Completion Date, among other things:

- (a) the Company shall allot and issue, and register the share certificates relating to the Procurri Placement Shares in the name of CDP for the account of the subscribers or the depository agent holding the Procurri Placement Shares on behalf of the subscribers or the name of the subscribers, as the case may be, such account numbers as notified in writing by the Placement Agent to the Company at least three business days prior to the Completion Date (the “**Relevant Securities Account**”);
- (b) the Company shall deliver or procure to be delivered to CDP the share certificates for the Procurri Placement Shares;
- (c) the Company shall instruct CDP to credit the relevant number of Procurri Placement Shares to the Relevant Securities Accounts on the Completion Date;
- (d) in respect of the Vendor Placement, the Vendor shall deliver or procure to be delivered to the Company the necessary documents (including the share certificates of the relevant Vendor Placement Shares and the share transfer forms) as required to effect the transfer of such Vendor Placement Shares, and the Company shall deliver or procure to be delivered the new share certificates in respect of such Vendor Placement Shares, to the relevant purchasers; and
- (e) each of the Company and the Vendor shall do all such acts or things as may be required by the Constitution of the Company or, as the case may be, the Vendor, and all applicable laws, regulations, rules and directives in Singapore as may otherwise be necessary in connection with or in relation to the Compliance Placement and the allotment and issue or, as the case may be, transfer, of the Compliance Placement Shares.

### 2.7.3 Conditions Precedent

The obligations of the Company, the Vendor and the Placement Agent under the Placement Agreement are conditional upon, *inter alia*, the following conditions (the “**Placement Conditions**”, and each, a “**Placement Condition**”):

- (a) the in-principle approval being obtained from the SGX-ST for the listing and quotation of the Procurri Placement Shares on the SGX-ST and not having been revoked or amended and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Procurri Placement Shares on the SGX-ST are required to be fulfilled on or before Completion Date, they are so fulfilled;
- (b) the in-principle approval being obtained from the SGX-ST for the transfer of the Vendor Placement Shares and not having been revoked or amended;
- (c) as at the Completion Date, the Shares not being delisted from the SGX-ST;
- (d) the Minimum Public Float requirement being capable of being satisfied;

- (e) the approval of Shareholders being obtained at the EGM for the issue of the Procurri Placement Shares at the Procurri Placement Price;
- (f) there not having occurred, in the reasonable opinion of the Placement Agent (as determined on a good faith basis) any circumstance, event or situation which is or are likely to have a Material Adverse Effect, subsequent to the date of the Placement Agreement which, in the reasonable opinion of the Placement Agent (as determined on a good faith basis), is or is reasonably likely to make it impracticable or inadvisable or inexpedient to proceed with the Compliance Placement or is reasonably likely to prejudice materially the success of the Compliance Placement or dealings in the Compliance Placement Shares in the secondary market; and
- (g) the representations, warranties and undertakings of the Company and the Vendor contained in the Placement Agreement remaining true and correct in all material respects as at the Completion Date with reference to the then existing circumstances, and each of the Company and the Vendor having performed all its obligations to be performed under the Placement Agreement on or before the Completion Date.

The Placement Agent may, and upon such terms as it thinks fit, waive compliance with any of the Placement Conditions and any Placement Condition so waived shall be deemed to have been satisfied provided always that any such waiver as aforesaid shall be without prejudice to its right to elect to treat any further or other breach, failure or event as releasing and discharging it from its obligations under the Placement Agreement.

If any of the Placement Conditions has not been satisfied or waived on or before the Cut-Off Date, the Placement Agreement shall automatically terminate and shall be of no further effect.

#### 2.7.4 Confirmations by the Placement Agent

The Placement Agent has confirmed that:

- (a) the Placement Commission payable by the Company and the Vendor to the Placement Agent in respect of the Compliance Placement will not be shared with any of the end-placees of the Compliance Placement;
- (b) the Compliance Placement Shares will not be placed to any person who is a director or a substantial shareholder or any other person in the categories set out in Rule 812(1) of the Listing Manual, or any person which would result in such person becoming a substantial shareholder of the Company;
- (c) the Compliance Placement will not result in the transfer of a controlling interest as defined in Rule 803 of the Listing Manual;
- (d) the Vendor Shares will not be placed to any persons in Singapore other than Qualifying Persons pursuant to Section 273(1)(i) of the SFA;
- (e) the Placement Agent will obtain representations from the end-placees that such end-pee is not acting in concert (as defined under the Code) with any other party in their acquisition of the Compliance Placement Shares; and

- (f) there are no share borrowing arrangements entered into to facilitate the Compliance Placement.

## **2.8 Shareholders' Approval for the Procurri Placement**

As mentioned in paragraph 2.4 above, as the Procurri Placement Price represents a discount of more than 10 per cent. to the Volume Weighted Average Price, the Company is seeking, pursuant to Rule 811(3) of the Listing Manual, the specific approval of Shareholders for the issuance of the Procurri Placement Shares at the Procurri Placement Price.

Under Rule 805(1) of the Listing Manual and Section 161 of the Companies Act, an issuer must obtain prior approval of shareholders in general meeting for, *inter alia*, the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer. In this regard, the Company will not be relying on its existing general share issue mandate approved by Shareholders by way of an ordinary resolution at the annual general meeting of the Company held on 26 April 2022 (the "AGM") for the allotment and issue of the Procurri Placement Shares. The Procurri Placement will be made pursuant to the specific approval of the Shareholders in accordance with Rule 805(1) of the Listing Manual and Section 161 of the Companies Act.

Accordingly, the Company is seeking approval from Shareholders for the Procurri Placement and the allotment and issue of the Procurri Placement Shares pursuant thereto at the EGM.

## **2.9 SGX-ST In-Principle Approval**

Under the Placement Agreement, the Company undertakes to the Placement Agent that, *inter alia*, it shall as soon as practicable after the date of the Placement Agreement, and in any case, no later than seven business days after the date of the Placement Agreement, make an application to the SGX-ST for the listing and quotation of the Procurri Placement Shares on the SGX-ST, and shall execute all such documents and do all such acts and things as may be necessary or advisable for such purposes and if such listing is obtained, use its best endeavours to maintain such listing. On 1 November 2022, an application was made by the Company to the SGX-ST for the listing and quotation of the Procurri Placement Shares. For the avoidance of doubt, no such application was made in respect of the Vendor Placement Shares as these are existing issued Shares.

On 23 December 2022, the SGX-ST granted its in-principle approval for the listing and quotation of up to 21,000,000 Procurri Placement Shares (representing approximately 7.10 per cent. of the existing number of issued Shares as at the Latest Practicable Date) on the Main Board of the SGX-ST, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) Shareholders' approval for the allotment and issuance of the Procurri Placement Shares pursuant to the proposed Procurri Placement;
- (c) a written undertaking from the Company that it will comply with Rules 704(30) and 1207(20) of the Listing Manual in relation to the use of proceeds from the proposed Procurri Placement and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for

working capital in the Company's announcements on use of proceeds and in the annual report;

- (d) a written undertaking from the Company that it will comply with Rule 803 of the Listing Manual;
- (e) a written undertaking from the Placement Agent that it will ensure that the Company will comply with Rule 803 of the Listing Manual;
- (f) a written confirmation from the Company that it will not issue the Placement Shares to persons prohibited under Rule 812(1) of the Listing Manual; and
- (g) a written confirmation from the Placement Agent that the Procurri Placement Shares will not be placed out to persons under Rule 812(1) of the Listing Manual.

The in-principle approval of SGX-ST is not an indication of the merits of the Procurri Placement, the Procurri Placement Shares or any of the transactions contemplated in association with the Procurri Placement, the Company and/or its subsidiaries (the "**Group**"), the existing Shares or the Procurri Placement Shares.

## **2.10 Use of Proceeds**

Assuming the Procurri Placement Shares are fully subscribed, the net proceeds of the Procurri Placement (after deducting estimated expenses pertaining to the Procurri Placement) are estimated to be approximately S\$5,525,000.

The net proceeds to be received by the Company are intended to be used for the Group's expansion via strategic partnerships, joint ventures and/or mergers and acquisitions in the ordinary course of the Group's business (approximately 30 to 70 per cent. of the net proceeds), and for the Group's working capital requirements (approximately 30 to 70 per cent. of the net proceeds). As at the Latest Practicable Date, the Company has not identified any specific targets or transactions for which the net proceeds are intended to be used.

Pending the deployment of the net proceeds from the Procurri Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may deem appropriate in the interests of the Group.

The Company will make periodic announcements on the utilisation of the net proceeds of the Procurri Placement via SGXNET as and when such funds are materially disbursed, including whether such a use is in accordance with the stated use.

The Company will also provide a status report on the utilisation of such net proceeds in its annual report(s). Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. Where the net proceeds are used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements and annual report.

## 2.11 Financial Effects of the Procurri Placement

### 2.11.1 Bases and Assumptions

The *pro forma* financial effects of the Procurri Placement set out below have been prepared strictly for illustrative purposes only and do not necessarily reflect the actual results and financial performance and position of the Group following the completion of the Compliance Placement. For the avoidance of doubt, there is no financial effect on the Group in respect of the Vendor Placement. No representation is made as to the actual financial position and/or results of the Company or the Group following the completion of the Compliance Placement.

The *pro forma* financial effects of the Procurri Placement are prepared based on the audited consolidated financial statements of the Group for FY2021 and are subject to the following bases and assumptions:

- (a) the share capital of the Company as at the Latest Practicable Date comprises 295,589,973 Shares;
- (b) for the purposes of illustrating the financial effects of the Procurri Placement, it is assumed that the allotment and issuance of 1,352,000 new Shares, each pursuant to vesting of certain share awards granted under the PSP, announced on 14 January 2022 and 4 March 2022, had been completed on 1 January 2021;
- (c) the financial effects on the EPS of the Group for FY2021 are computed assuming that the Compliance Placement is completed on 1 January 2021;
- (d) the financial effects of the NTA of the Group are computed assuming that the proposed Compliance Placement is completed on 31 December 2021; and
- (e) 21,000,000 Procurri Placement Shares are fully placed out pursuant to the Procurri Placement.

### 2.11.2 Share Capital

The effect of the Procurri Placement on the existing share capital of the Company as at the Latest Practicable Date is as follows:

	Share Capital (S\$'000)	Number of Shares
Issued and paid-up share capital as at 31 December 2021	75,106	295,589,973
Add: Procurri Placement	5,525 <sup>(1)</sup>	21,000,000
Issued and paid-up share capital after the Procurri Placement	80,631	316,589,973

Notes:

- (1) Based on the issuance and allotment of 21,000,000 Procurri Placement Shares at an issue price of S\$0.30 of each Procurri Placement Share and the estimated net proceeds of the Procurri Placement (after deducting estimated expenses pertaining to the Procurri Placement) of S\$5,525,000.

### 2.11.3 NTA

	Before Procurri Placement	After Procurri Placement
NTA <sup>(1)</sup> (S\$'000)	44,857	50,382 <sup>(2)</sup>
Number of Shares	295,589,973	316,589,973
NTA per share (cents)	15.18	15.91

Notes:

- (1) NTA means total assets less the sum of total liabilities and intangible assets.
- (2) Based on the NTA of the Group as at 31 December 2021 (without taking into account the restatements to be made arising from the Second Draw PPP Loan (as defined below) being declined, as announced on 9 December 2022) of S\$44,857,000 and the estimated net proceeds of the Procurri Placement (after deducting estimated expenses pertaining to the Procurri Placement) of S\$5,525,000.

### 2.11.4 EPS

	Before Procurri Placement	After Procurri Placement
Profit for the year attributable to owners of the Company (S\$'000)	4,446	4,446
Weighted average number of Shares (S\$'000)	295,511	316,511
Basic EPS (cents)	1.51 <sup>(1)</sup>	1.41 <sup>(2)</sup>

Notes:

- (1) Further to the notification from the processing bank that the Group's application for forgiveness of the United States Paycheck Protection Program (the "PPP") loan disbursements amounting to US\$1,709,099 (the "Second Draw PPP Loan") has been declined, the full amount of the Second Draw PPP Loan will be restated from other income to loan payable in the Group's financial statements for FY2021. Further details in respect of the restatement are set out in the Company's announcement on SGXNET dated 9 December 2022. As a result of such restatement, the basic EPS before the Procurri Placement would be restated to 0.74 cents.
- (2) Further to the notification from the processing bank that the Group's application for forgiveness of the Second Draw PPP Loan has been declined, the full amount of the Second Draw PPP Loan will be restated from other income to loan payable in the Group's financial statements for FY2021. Further details in respect of the restatement are set out in the Company's announcement on SGXNET dated 9 December 2022. As a result of such restatement, the basic EPS after the Procurri Placement would be restated to 0.69 cents.

## 2.12 The Vendor Placement

As set out in the Company's announcement on 1 July 2022, the Vendor intends to take such steps as may be necessary to restore the free float of the Company in order to maintain the listing status of the Company. Hence, the Vendor is undertaking the Vendor Placement to dispose and transfer the Vendor Placement Shares to Qualifying Persons pursuant to Section 273(1)(i) of the SFA, in order to further ensure the successful completion of the Compliance Placement. The Vendor Placement will add towards raising the percentage of Shares held in public hands to at least 10 per cent., and at least 10 per cent. of the issued Shares being held

by at least 500 Shareholders who are members of the public, as required under Rules 723 and 1105 of the Listing Manual, for the Company to resume trading of the Shares on the SGX-ST.

For the avoidance of doubt, Shareholders' approval is not required for the Vendor Placement.

The Vendor Placement Shares represent approximately 2.03 per cent. of the existing issued share capital of the Company as at the Latest Practicable Date and will represent 1.90 per cent. of the enlarged issued share capital of the Company following the completion of the Compliance Placement, assuming all the Vendor Placement Shares are purchased.

The Vendor Placement Shares will be placed to certain employees of the Vendor, its holding company(ies) and its subsidiaries (including the Company) (the "**Vendor Group**"). Such persons will fall under the definition of "Qualifying Persons" pursuant to Section 273(1)(i) of the SFA. With reference to paragraph 2.7.4(d) above, the Placement Agent has confirmed that the Vendor Shares will not be placed to any persons in Singapore other than Qualifying Persons pursuant to Section 273(1)(i) of the SFA.

For the avoidance of doubt, the group of potential placees targeted in respect of the Procurri Placement and the Vendor Placement differs, and there is no priority given to the placement of the Vendor Placement Shares. The Placement Agent determines the placement of the Procurri Placement Shares and the Vendor Placement Shares by taking into consideration the level of interest expressed by the relevant investor.

### **2.13 Directors' and Shareholders' Interest in the Procurri Placement**

Please refer to paragraph 6 below for the Directors' and Substantial Shareholders' direct and deemed interests in the Shares as at Latest Practicable Date.

Save that the Vendor is a Substantial Shareholder of the Company and the following Directors' connection to the Vendor, none of the Directors or the Substantial Shareholders have any direct or indirect interest in the proposed Procurri Placement (other than their shareholdings in the Company, if any):

- (a) Mr Wong Kok Khun is the Group Chief Executive Officer and a director of the Vendor;
- (b) Mr Lwi Tong Boon is the Chief Corporate Development Officer of the Vendor; and
- (c) Mr Lim Swee Yong is the Chief Executive Officer of DeClout Ventures Pte. Ltd., a subsidiary of the Vendor.

### **2.14 Further Information on the Placement Agent**

The Placement Agent was previously appointed as the independent financial adviser for the Company's initial public offering in July 2016. In addition:

- (a) the Placement Agent was previously engaged as a service provider for certain listed companies, of which Mr Wong Quee Quee, Jeffrey (a Director of the Company) is a director; and

- (ii) the Placement Agent was the previous continuing sponsor of DeClout Pte. Ltd. (a Substantial Shareholder of the Company).

Save as disclosed above and that the Placement Agent is appointed as the placement agent for the proposed Compliance Placement, there is no other connection (including business relationships) among the Company, the Directors and the Substantial Shareholders of the Company with the Placement Agent, its Directors and Substantial Shareholders.

### **3. THE SHARE PURCHASE MANDATE**

#### **3.1 Introduction**

Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Companies Act, the Listing Manual and such other applicable laws and regulations. Rule 881 of the Listing Manual provides that a company may purchase its own shares if it has obtained the prior specific approval of shareholders in a general meeting. Accordingly, approval is being sought from the Shareholders at the EGM for the adoption of the Share Purchase Mandate.

If approved by the Shareholders at the EGM, the authority conferred by the Share Purchase Mandate will take effect from the date of the EGM and continue in force until the date on which the next annual general meeting is held or required by law to be held, unless prior thereto, purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate have been carried out to the full extent mandated, or the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting.

For the avoidance of doubt, the Company does not currently have authority to enable the Company to purchase or otherwise acquire its Shares. The Company has not purchased or acquired any of its Shares in the 12 months preceding the Latest Practicable Date.

#### **3.2 Rationale for the Share Purchase Mandate**

While it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to purchase or acquire Shares, the Directors believe that a mandate from the Shareholders to enable the Company to purchase or otherwise acquire its Shares would give the Company the flexibility to undertake purchases or acquisitions of Shares at any time, subject to market conditions, during the period the Share Purchase Mandate is in force. The purchases or acquisitions may, depending on market conditions at the relevant time, lead to an enhancement of the net asset value and/or earnings per Share, which would allow the Company to optimally allocate its resources and maximise share value, and also, where necessary purchase or acquire its Shares from its Substantial Shareholder(s) so as to ensure that at least 10 per cent. of its Shares (excluding treasury shares) is held by the public so as to prevent disruptions to the trading of the Shares.

In addition, purchases or acquisitions pursuant to the Share Purchase Mandate would continue to provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner. It also allows the Directors greater flexibility to exercise control over the Company's share capital structure, dividend policy and cash reserves with a view to enhancing the earnings per Share and/or net asset value per Share. Shares purchased by the Company and held in treasury may also be



transferred for the purposes of or pursuant to employees' share schemes implemented by the Company. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.

The Share Purchase Mandate if passed, will authorise the Directors to make on-market and off-market purchases or acquisitions of Shares of up to 10 per cent. of the issued Shares (excluding treasury shares and subsidiary holdings) (ascertained as at the date of the passing of the Share Purchase Mandate) at such price(s) up to the Maximum Price (as defined below) and will empower the Directors to do all acts necessary to give effect to the Share Purchase Mandate.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to 10 per cent. limit as described above, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10 per cent. limit as authorised, and no purchase or acquisition of Shares will be made, in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position or financial position of the Company or the Group as a whole, including if such purchase or acquisition would result in the public float of the Company falling below 10 per cent. as required under Rule 723 of the Listing Manual or in the suspension of the trading of the Shares on the SGX-ST.

### **3.3 Authority and Limits of the Share Purchase Mandate**

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate, if obtained at the EGM, are summarised below:

#### **3.3.1 Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10 per cent. of the total number of issued Shares as at the EGM at which the proposed Share Purchase Mandate is approved. Any Shares which are held as treasury shares and subsidiary holdings (as defined in the Listing Manual<sup>1</sup>) will be disregarded for purposes of computing the 10 per cent. limit.

For illustrative purposes only: on the basis of 295,589,973 Shares in issue<sup>2</sup>, excluding treasury shares, as at the Latest Practicable Date and assuming that:

- (a) no further Shares are issued;
- (b) no further Shares are purchased or acquired by the Company and no Shares purchased or acquired by the Company are held as treasury shares; and
- (c) no Shares are held as subsidiary holdings,

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<sup>1</sup> "Subsidiary holdings" is defined in the Listing Manual to mean Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

<sup>2</sup> As at the Latest Practicable Date, the Company has no treasury shares or subsidiary holdings.

on or prior to the EGM, not more than 29,558,997 Shares (representing 10 per cent. of the total number of issued Shares, excluding treasury shares) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

In the event that any of the awards (the “**Awards**”) to acquire Shares granted or to be granted to an eligible participant of the Procurri Corporation Performance Share Plan (the “**PSP**”), or the options granted or to be granted to an eligible participant pursuant to the Procurri Corporation Employee Share Option Scheme (if any), that have vested are released or exercised (as the case may be) during the period between the Latest Practicable Date and the date of the EGM, only those new Shares that are allotted and issued by the date of the EGM (“**Approval Date**”) pursuant to the release of such vested Awards or the exercise of such granted options will be taken into account for the purposes of determining the total number of Shares as at the Approval Date.

As mentioned in paragraph 3.2 above, purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10 per cent. limit as authorised, and no purchase or acquisition of Shares will be made, in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position or financial position of the Company or the Group as a whole, including if such purchase or acquisition would result in the public float of the Company falling below 10 per cent. as required under Rule 723 of the Listing Manual or in the suspension of the trading of the Shares on the SGX-ST, or would affect the orderly trading of the Company’s Shares on the SGX-ST and its listing status. Nevertheless, the Share Purchase Mandate is being proposed to permit purchases or acquisitions of Shares up to the full 10 per cent. limit, in order to provide maximum flexibility to cater for future increases in the level of the public float of the Company after the completion of the Compliance Placement.

As mentioned above in paragraphs 2.2.1(d) and 2.3 of this Circular, the percentage of Shares held in public hands as at the Latest Practicable Date is 1.68 per cent., held by 236 Shareholders who are members of the public. The Compliance Placement is undertaken to restore the free float of the Company and comply with the requirement under (a) Rule 723 of the Listing Manual, i.e. the Minimum Public Float, and (b) Rule 1105 of the Listing Manual, such that at least 10 per cent. of the issued Shares are held by at least 500 Shareholders who are members of the public, so as to resume trading of the Shares on the SGX-ST. In this regard, for the avoidance of doubt, purchases or acquisitions of Shares pursuant to the Share Purchase Mandate will not be carried out to the extent such purchase or acquisition would affect the orderly resumption of trading of the Company’s Shares on the SGX-ST following the completion of the Compliance Placement.

### 3.3.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the EGM at which the proposed Share Purchase Mandate is approved, up to:

- (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or

- (c) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

### 3.3.3 Manner of Purchases or Acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (a) an on-market purchase ("**On-Market Purchase**") transacted through the SGX-ST; and/or
- (b) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual.

Under the Companies Act, an Off-Market Purchase effected in accordance with an equal access scheme must satisfy all of the following conditions:

- (c) the offers under the scheme are to be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (d) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (e) the terms of all the offers are the same except that there must be disregarded:
  - (i) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
  - (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
  - (iii) differences in the offers introduced solely to ensure that each member is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which contains at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed share purchase;
- (4) the consequences, if any, of share purchases by the Company that will arise under the Code or other applicable takeover rules;

- (5) whether the share purchase, if made, could affect the listing of the Shares on the SGX-ST;
- (6) details of any share purchases made by the Company in the previous 12 months (whether On-Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (7) whether the Shares purchased will be cancelled or kept as treasury shares.

#### 3.3.4 Maximum Purchase Price

The purchase price (excluding related brokerage, commission, clearance fees, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share in the event of any share purchase shall be determined by the Directors, but in any event, shall not exceed the maximum price ("**Maximum Price**"), which:

- (a) in the case of an On-Market Purchase, shall mean the price per Share based on not more than five per cent. above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring during such five Market Days period and the date of the On-Market Purchase by the Company; and
- (b) in the case of an Off-Market Purchase, shall mean the price per Share based on not more than 20 per cent. above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme.

#### 3.4 Status of Purchased or Acquired Shares

Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to those Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and are not held as treasury shares.

All Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Companies Act), will cease to be tradeable on the SGX-ST, and the certificates in respect thereof will be cancelled by the Company as soon as practicable following the settlement of any such purchase or acquisition.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, as the Directors deem fit in the interest of the Company at that time.

### 3.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

#### 3.5.1 Maximum Holdings

The number of Shares held as treasury shares<sup>3</sup> cannot at any time exceed 10 per cent. of the total number of issued Shares. In the event that the aggregate number of treasury shares held by the Company exceeds the aforesaid limit, the Company shall dispose of or cancel the excess treasury shares in accordance with Section 76K of the Companies Act within six (6) months from the day the aforesaid limit is first exceeded, or such further period as may be allowed by ACRA.

#### 3.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed and any such shares so allotted shall be treated, for the purposes of the Companies Act, as if they were purchased by the Company at the time they were allotted, in circumstances in which Section 76H of the Companies Act applied. A subdivision or consolidation of any treasury share into treasury shares is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

#### 3.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time but subject always to the Code:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or

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<sup>3</sup> For these purposes, "treasury shares" shall be read as including shares held by a subsidiary under Sections 21(4B) or 21(6C) of the Companies Act.

- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after such sale, transfer, cancellation and/or use, and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

### **3.6 Sources of Funds**

The Company may purchase or acquire its own Shares out of the Company's capital, as well as from its profits, so long as the Company is solvent.

The Company may use internal resources and/or external borrowings to finance purchases or acquisitions of its Shares pursuant to the Share Purchase Mandate.

The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the financial position of the Group would be materially adversely affected.

### **3.7 Singapore Take-over Implications**

#### **3.7.1 Provisions under the Code**

Some of the provisions of the Code are summarised below:

- (a) Under Appendix 2 of the Code, an increase of a Shareholder's proportionate interest in the voting rights of the Company resulting from a share purchase by the Company will be treated as an acquisition for the purposes of Rule 14 of the Code.
- (b) Pursuant to Rule 14 of the Code, a shareholder and persons acting in concert with the shareholder will incur an obligation to make a mandatory takeover offer if, inter alia, he and persons acting in concert with him increase their voting rights in the company to 30 per cent. or more, or if they, together holding between 30 per cent. and 50 per cent. of the company's voting rights, increase their voting rights in the company by more than one per cent. in any period of six months.
- (c) Persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company. Unless the contrary is established, the Code presumes certain persons to be acting in concert, namely, the following:
  - (i) a company, its parent, its subsidiaries and fellow subsidiaries, any associated companies of the above companies, any company whose associated

companies include any of the above companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights. For this purpose, ownership or control of at least 20 per cent. but not more than 50 per cent. of the voting rights of a company will be the test of associated company status;

- (ii) a company with any of its directors (together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts);
- (iii) a company with any of its pension funds and employee share schemes;
- (iv) a person with any investment company, unit trust or other fund in respect of the portion which the person manages on a discretionary basis;
- (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser, and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10 per cent. or more of the client's equity share capital;
- (vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (vii) partners; and
- (viii) an individual, his close relatives, his related trusts, and any person who is accustomed to act according to his instructions, companies controlled by any of the above persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

(d) The effect of Rule 14 and Appendix 2 of the Code is that:

- (i) unless exempted, directors and persons acting in concert with them will incur an obligation to make a takeover offer if, as a result of the company purchasing or acquiring its own shares, the voting rights of such shareholders and their concert parties increase to 30 per cent. or more, or if such shareholders and their concert parties hold between 30 per cent. and 50 per cent. of the voting rights of the company, such voting rights increase by more than one per cent. in any period of six months; and
- (ii) a shareholder not acting in concert with the directors will not be required to make a takeover offer if, as a result of the company purchasing or acquiring its own shares, the voting rights of such shareholder would increase to 30 per cent. or more, or if such shareholder holds between 30 per cent. and 50 per

cent. of the Company's voting rights, his voting rights increase by more than one per cent. in any period of six months as a result of the company buying back its shares. Such shareholder need not abstain from voting in respect of the resolution approving the Share Purchase Mandate.

Based on the Substantial Shareholders' interests in Shares as at the Latest Practicable Date as set out in paragraph 6.2 below, none of the Substantial Shareholders of the Company would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase by the Company of the maximum limit of 10 per cent. of its issued Shares (excluding treasury shares and subsidiary holdings).

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any purchase or acquisition of Shares by the Company.

The Share Purchase Mandate is not intended to assist any Shareholder or its concert parties to obtain or consolidate effective control of the Company. The Directors will decide when, how many and on what terms to repurchase any Shares pursuant to the Share Purchase Mandate in the interests of the Company and its Shareholders as a whole, taking into account various commercial considerations such as the financial effects of the share purchases on the Company.

### **3.8 Tax Implications**

Shareholders who are in doubt as to their respective tax positions or the tax implications of share repurchases by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

### **3.9 Financial Effects of the Share Purchase Mandate**

The financial effects on the Company and the Group arising from share purchases made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the number of Shares purchased or acquired, and the price paid for such Shares.

The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 31 December 2021, are based on the assumptions set out below:

- (a) Purchase or Acquisition out of Capital and/or Profits
  - (i) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (the "**Purchase Price**") and the amount available for the distribution of cash dividends by the Company will not be reduced;
  - (ii) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits by the total amount of the Purchase Price and correspondingly reduce the amount available for the distribution of cash dividends by the Company; or



(iii) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

(b) Number of Shares purchased or acquired

Based on the number of issued and paid-up Shares as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the EGM and that 21,000,000 Procurri Placement Shares are issued and allotted pursuant to the Procurri Placement, the purchase or acquisition by the Company of up to the maximum limit of 10 per cent. of its issued Shares will result in the purchase or acquisition of 31,658,997 Shares.

(c) Maximum price to be paid for share purchases

(i) For illustrative purposes only, in the case of an On-Market purchase by the Company and assuming that the Company purchases or acquires 31,658,997 Shares at the Maximum Price of S\$0.431 per Share (being five (5) per cent. above the average of the closing market prices of the Shares for the five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 31,658,997 Shares is approximately S\$13,645,028.

(ii) For illustrative purposes only, in the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires 31,658,997 Shares at the Maximum Price of S\$0.492 per Share (being 20 per cent. above the average of the closing market prices of the Shares for the five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 31,658,997 Shares is approximately S\$15,576,227.

For illustrative purposes only, and based on the assumptions set out above, and further assuming the On-Market Purchases and Off-Market Purchases are made entirely out of profits, the financial effects of the share purchases pursuant to the Share Purchase Mandate on the audited accounts of the Company and the Group for the financial year ended 31 December 2021 as if the Share Purchase Mandate had been effective on 31 December 2021 are as illustrated at **Appendix A** of this Circular.

**Shareholders should note that the financial effects illustrated at Appendix A are based on certain assumptions and purely for illustrative purposes only. In particular, it is important to note that the appended analysis is based on historical audited accounts of the Company and the Group for the financial year ended 31 December 2021 (without taking into account the restatements to be made arising from the Second Draw PPP Loan being declined, as announced on 9 December 2022) and is not necessarily representative of the future financial performance of the Company or the Group.**

**Shareholders should also note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10 per cent. limit as authorised, and no purchase or acquisition of Shares will be made, in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position or financial position of the Company or the Group as a whole.**

Share purchases will only be effected after assessing the relative impact of a share purchase, taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements) and non-financial factors (such as share market conditions and the performance of the Shares).

### **3.10 Listing Rules – Reporting Requirements**

Rule 886 of the Listing Manual provides that a listed company shall notify the SGX-ST of any share purchase as follows:

- (a) in the case of an On-Market Purchase, by 9.00 a.m. on the Market Day following the day on which it purchases shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, by 9.00 a.m. on the second Market Day after the close of acceptances of the offer.

The notification of such share purchases to the SGX-ST (in the form stipulated in Appendix 8.3.1 of the Listing Manual) shall include such details as the SGX-ST may prescribe, such as, *inter alia*, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable.

In addition, in accordance with Rule 704(28) of the Listing Manual, the Company will announce any sale, transfer, cancellation and/or use of treasury shares, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

The Company may not undertake any purchases or acquisitions of its Shares prior to the announcement of any price-sensitive information by the Company, until such time as the price sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.

In addition, in line with the best practices set out in the Listing Manual, the Company may not effect any purchases or acquisitions of Shares on the SGX-ST during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company's financial statements for the full-year (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), or one month before the announcement of the Company's financial statements for the half-year and full-year, as the case may be, (if the Company does not announce its quarterly financial statements). The Company intends to announce its quarterly financial statements for the year 2023.

#### 4. PROPOSED ADDITIONAL DIRECTORS' EMOLUMENTS

##### 4.1 Approved Directors' Fees at the AGM

At the AGM, Shareholders had approved the payment of Directors' fees of up to S\$297,000 (the "**Approved Directors' Fees**"), which includes S\$30,000 in share base, for the financial year ending 31 December 2022 ("**FY2022**"). A breakdown of the Approved Directors' Fees paid or payable to the following non-executive Directors for FY2022 in bands of S\$250,000 is as set out below. For the avoidance of doubt, the Approved Directors' Fees were only paid or are payable only to the non-executive Directors for FY2022.

Name of Director	Remuneration bands
Mr Ng Loh Ken Peter	Below S\$250,000
Mr Wong Quee Quee, Jeffrey	Below S\$250,000
Mr Loke Wai San <sup>(1)</sup>	Below S\$250,000
Dr Lim Puay Koon	Below S\$250,000
Mr Lim Swee Yong	Below S\$250,000

Notes:

(1) Resigned as Director with effect from 15 June 2022. Director's fees pro-rated up to 15 June 2022.

The Company has, on review, decided not to disclose the remuneration of the directors to the nearest thousand, as it believes that the disclosure is commercially sensitive and could encourage talent-poaching which possibly leads to the Company and its subsidiaries being exposed to unnecessary risks. Whilst sustaining the long-term benefit of the Company, the Company is of the view that the disclosure of the Approved Directors' Fees in bands has sufficiently balanced the Company's interests and the necessity to provide sound information to the investors for their investment decisions.

##### 4.2 Proposed Payment of Additional Directors' Emoluments

Pursuant to Section 169 of the Companies Act, payment of directors' fees by a company has to be approved by shareholders at a general meeting. In this regard, the Board is seeking the approval of Shareholders at the EGM for the payment of additional Directors' emoluments (the "**Additional Directors' Emoluments**") to the following Directors (the "**Relevant Directors**", each a "**Relevant Director**"):

<b>Name</b>	<b>Designation</b>	<b>Date of First Appointment</b>	<b>Tenure of service as Director up to Latest Practicable Date</b>
Mr Wong Kok Khun	Executive Chairman	15 June 2022	6 months
Mr Lwi Tong Boon	Non-Independent Non-Executive Director	15 June 2022	6 months
Mr Lim Swee Yong	Non-Independent Non-Executive Director	9 November 2021	1 year and 1 month

The Additional Directors' Emoluments are proposed to be paid in the form of up to 9,000,000 share awards ("**PSP Awards**"), in aggregate, granted to the Relevant Directors under and in accordance with the provisions of the PSP following the date of the EGM. Such PSP Awards will vest in accordance with the following vesting schedule, subject to the satisfaction of certain prescribed performance conditions during the respective financial years, including, but not limited to, the resumption of trading of the Shares on the SGX-ST and the Company meeting certain earnings per Share targets during the relevant financial year.

<b>Financial Year</b>	<b>No. of PSP Awards</b>
2022	1,100,000
2023	1,700,000
2024	1,700,000
2025	2,250,000
2026	2,250,000
<b>Total:</b>	<b>9,000,000</b>

The PSP Awards in respect of the Additional Directors' Emoluments will be granted pursuant to the general mandate already obtained from the Shareholders at the AGM for the grant of share awards under the PSP, and the value of the vested share awards will be treated as Directors' fees paid to the Relevant Directors for the relevant financial year at the time of vesting. For illustrative purposes only, the total value of the PSP Awards based on S\$0.41 per Share (being the volume weighted average price for trades done on the SGX-ST on 1 July 2022 (i.e., the last full Market Day prior to the Trading Halt and the execution of the Placement Agreement), is S\$3,690,000. The relevant amounts of the PSP Awards that vest in each financial year (as outlined above) will be recognised as employee benefits expenses for the relevant financial year. Please refer to paragraph 4.5 for more information on the rules of the PSP.

For the avoidance of doubt, the PSP Awards will not be awarded equally to the Relevant Directors. In accordance with the provisions of the PSP, the Company will make an immediate announcement on the date of grant of the PSP Awards relating to the payment of the Additional Directors' Emoluments to the Relevant Directors, subject to Shareholders' approval at the EGM, and provide details including the date of grant, the number of Shares granted to each Relevant Director, the relevant vesting period and the market price of the Shares on the date of grant.

Taking into consideration of the relevant factors, including the rationale for the payment of the Additional Directors' Emoluments set out under paragraph 4.3 below, the Remuneration Committee (with the abstention of Mr Lwi Tong Boon, by virtue of his interest in the proposed Additional Directors' Emoluments) is of the view that the payment of the Additional Directors' Emoluments to the Relevant Directors is in the best interest of the Company, and has approved the payment of the Additional Directors' Emoluments, subject to Shareholders' approval to be obtained at the EGM.

#### **4.3 Rationale for Additional Directors' Emoluments**

The primary rationale for the payment of the Additional Directors' Emoluments is to align the interests of the Relevant Directors with the interests of Shareholders. It is expected that the Relevant Directors will be overseeing the Group's impending growth strategies and corporate actions to drive corporate recovery over the next few years. The payment of the Additional Directors' Emoluments will allow the Group to acknowledge and reward the effort, time and commitment of the Relevant Directors in deliberating, concluding and driving the strategic initiative for the Group over the next few years.

In view of the foregoing, the Directors (with the abstention of the Relevant Directors, by virtue of their interest in the proposed Additional Directors' Emoluments) are of the view that the provision of the Additional Directors' Emoluments is in the best interest of the Company and would ultimately benefit the Shareholders. For the avoidance of doubt, none of the Relevant Directors or any of their respective associates have any shareholding interests in the Company.

#### **4.4 Potential Cost of the Additional Directors' Emoluments**

According to the Company's prospectus dated 12 July 2016, containing relevant information relating to, *inter alia*, the PSP:

- (a) The grant of PSP Awards is considered a share-based payment that falls under Singapore Financial Reporting Standards (International) 2 whereby participants of the PSP, and in this case the Relevant Directors, render services in exchange for shares or rights over shares.
- (b) The fair value of the Relevant Directors' services rendered is measured by reference to the fair value of the shares awarded or rights granted, which takes into account market conditions and non-vesting conditions.
- (c) This cost is charged to profit or loss over the vesting period, with a corresponding increase in the share-based payment reserve. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of shares that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period and is recognised in employee benefits expense.

#### **4.5 The Procurri Corporation Performance Share Plan**

##### **4.5.1 Overview**

On 27 June 2016, the Shareholders approved a share scheme which is known as the Procurri Corporation Performance Share Plan (the “PSP”), the rules of which are set out in the Company’s prospectus dated 12 July 2016. The PSP shall continue in force at the discretion of the Remuneration Committee, subject to a maximum period of ten (10) years commencing on the date on which the PSP is adopted by the Company in general meeting (i.e., up to 27 June 2026), provided always that the PSP may continue beyond the above stipulated period with the approval of Shareholders in general meeting and of any relevant authorities which may then be required. Notwithstanding the expiry or termination of the PSP, any awards made to participants prior to such expiry or termination will continue to remain valid.

For more information on the PSP, please refer to the Company’s prospectus dated 12 July 2016.

#### 4.5.2 Share Awards under the PSP

Awards granted under the PSP are principally performance-based with performance targets to be set over a performance period and may vary from one performance period to another performance period and from one grant to another grant. The performance targets are intended to be based on medium-term corporate objectives covering market competitiveness, quality of returns, business growth and productivity growth. Such performance targets and performance periods will be set according to the specific roles of each participant, and may differ from participant to participant. The performance targets are stretched targets aimed at sustaining long-term growth. These targets will be tied in with the Company’s corporate key performance indicators.

The PSP contemplates the award of fully paid Shares, when and after pre-determined performance or service conditions are accomplished. Awards represent the right of a participant to receive fully paid Shares free of charge, provided that certain prescribed performance targets (if any) are met upon expiry of the prescribed performance period.

A participant’s award under the PSP will be determined at the sole discretion of the Remuneration Committee. In considering an award to be granted to a participant who is a non-executive director, the Remuneration Committee may take into account, amongst other things, the services and contributions made to the success and development of the Group, attendance and participation in meetings and the years of service.

#### 4.5.3 Eligibility

The following persons will be eligible to participate in the PSP at the absolute discretion of the Remuneration Committee:

- (a) Group Executives who have attained the age of 21 years and hold such rank as may be designated by the Remuneration Committee from time to time; and
- (b) Non-Executive Directors (including Independent Directors).

Directors and employees of the Company’s parent company and its subsidiaries who are also Directors and/or employees of the Company and the Company’s subsidiaries shall be entitled to participate in the PSP.

#### 4.5.4 Details of Awards

The Remuneration Committee decides, in relation to each award to be granted to a participant:

- (a) the date on which the award is to be granted;
- (b) the number of Shares which are the subject of the award;
- (c) the performance target(s) and the performance period during which such performance target(s) are to be satisfied, if any;
- (d) the extent to which Shares, which are the subject of that award, shall be released on each prescribed performance target(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period; and
- (e) any other condition which the Remuneration Committee may determine in relation to that award including but not limited to the vesting period (if any).

#### 4.5.5 Operations of the PSP

In determining whether to issue new Shares, or to purchase existing Shares for delivery, or the payment of the aggregate Market Value (as defined in the rules of the PSP) in cash, the Company will take into account factors such as (but not limited to) the number of Shares to be delivered, the prevailing market price of the Shares and the cost to the Company of issuing new Shares or delivering existing Shares.

New Shares allotted and issued and existing Shares procured by the Company for transfer on the release of an award shall be eligible for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant date of issue or, as the case may be, delivery, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

#### 4.5.6 Size of PSP

Under the PSP, the total number of Shares which may be issued or transferred pursuant to awards granted under the PSP, when aggregated with the aggregate number of Shares over which options are granted under any other share option schemes of the Company, shall not exceed 15 per cent. of the total number issued Shares (excluding Shares held by the Company as treasury shares) from time to time. As at the Latest Practicable Date, there are 295,589,973 Shares in issue, and 15 per cent. of the total number issued Shares (excluding Shares held by the Company as treasury shares) would amount to 44,338,495 Shares.

#### 4.5.7 Outstanding Awards under the PSP

As at the Latest Practicable Date, the Company has a total of 1,614,200 share awards granted under the PSP which remains outstanding. The table below shows the share awards granted under the PSP during the relevant period or year, the number of such share awards which had

lapsed and the number of share awards which remains outstanding as at the Latest Practicable Date.

Year	Number of share awards granted under the PSP during the relevant period/year	Number of share awards which lapsed	Number of share awards granted under the PSP which remains outstanding as at the Latest Practicable Date
2016	1,747,000	-	-
2017	5,414,500	2,059,700	-
2018	-	-	-
2019	395,000	138,000	-
2020	1,540,500	165,900	-
2021	89,600	-	-
2022 (up to the Latest Practicable Date)	2,515,200	-	1,614,200

## 5. EGM

5.1 The EGM will be held on 11 January 2023, via electronic means, at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the Ordinary Resolutions set out in the Notice of EGM, which is set out on pages B-1 to B-6 of this Circular.

### 5.2 Resolutions Proposed

The following Ordinary Resolutions will be proposed at the EGM:

5.2.1 **Ordinary Resolution 1** – The allotment and issuance of up to 21,000,000 Procurri Placement Shares pursuant to the proposed Procurri Placement

The approval of Shareholders is being sought pursuant to Section 161 of the Companies Act and Rules 805(1) and 811(3) of the Listing Manual for the allotment and issue of the Procurri Placement Shares for the purposes of the Procurri Placement at the Procurri Placement Price, as further explained in paragraph 2 above.

5.2.2 **Ordinary Resolution 2** – The proposed Share Purchase Mandate

The approval of Shareholders is being sought for the proposed Share Purchase Mandate as further explained in paragraph 3 above.

5.2.3 **Ordinary Resolution 3** – The proposed Additional Directors' Emoluments

The approval of Shareholders is being sought for the payment of the Additional Directors' Emoluments as further explained in paragraph 4 above.



## 6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

**6.1 Directors' Interests in Shares.** As at the Latest Practicable Date, the Directors' direct or deemed interests in the Shares are as follows:

Director	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
Ng Loh Ken Peter	500	n.m <sup>(2)</sup>	-	-

Notes:

- (1) As at the Latest Practicable Date, there are 295,589,973 Shares in issue.  
(2) Not meaningful.

Assuming that all of the 21,000,000 Procurri Placement Shares are issued pursuant to the Procurri Placement and all of the 6,000,000 Vendor Placement Shares are disposed pursuant to the Vendor Placement on completion of the Compliance Placement, the Directors' direct or deemed interests in the Shares are as follows:

Director	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
Ng Loh Ken Peter	500	n.m <sup>(2)</sup>	-	-

Notes:

- (1) Based on the enlarged issued share capital of the Company following the completion of the Compliance Placement comprising 316,589,973 Shares in issue.  
(2) Not meaningful.

**6.2 Substantial Shareholders' Interests in Shares.** As at the Latest Practicable Date, the Substantial Shareholders' direct or deemed interests in the Shares are as follows:

Substantial Shareholders	Direct Interest		Deemed Interest <sup>(2)</sup>	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
DeClout Pte. Ltd.	290,614,691	98.32	-	-
Exeo Global Pte. Ltd. <sup>(2)</sup>	-	-	290,614,691	98.32
EXEO Group, Inc. <sup>(2)</sup>	-	-	290,614,691	98.32

Notes:

- (1) As at the Latest Practicable Date, there are 295,589,973 Shares in issue.

- (2) DeClout Pte. Ltd. is a wholly-owned subsidiary of Exeo Global Pte. Ltd., which in turn is a wholly-owned subsidiary of EXEO Group, Inc. Each of Exeo Global Pte. Ltd. and EXEO Group, Inc., are therefore deemed interested in the Shares directly held by DeClout Pte. Ltd.

Assuming that all of the 21,000,000 Procurri Placement Shares are issued pursuant to the Procurri Placement and all of the 6,000,000 Vendor Placement Shares are disposed pursuant to the Vendor Placement on completion of the Compliance Placement, the Substantial Shareholders' direct or deemed interests in the Shares are as follows:

Substantial Shareholders	Direct Interest		Deemed Interest <sup>(2)</sup>	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
DeClout Pte. Ltd.	290,614,691	89.90	-	-
Exeo Global Pte. Ltd. <sup>(2)</sup>	-	-	290,614,691	89.90
EXEO Group, Inc. <sup>(2)</sup>	-	-	290,614,691	89.90

Notes:

- (1) Based on the enlarged issued share capital of the Company following the completion of the Compliance Placement comprising 316,589,973 Shares in issue.
- (2) DeClout Pte. Ltd. is a wholly-owned subsidiary of Exeo Global Pte. Ltd., which in turn is a wholly-owned subsidiary of EXEO Group, Inc. Each of Exeo Global Pte. Ltd. and EXEO Group, Inc., are therefore deemed interested in the Shares directly held by DeClout Pte. Ltd.

## 7. DIRECTORS' RECOMMENDATIONS

### 7.1 Allotment and issuance of up to 21,000,000 Procurri Placement Shares pursuant to the proposed Procurri Placement

Having considered the relevant factors, including the rationale for the allotment and issuance of up to 21,000,000 Procurri Placement Shares pursuant to the Procurri Placement, the Directors are of the opinion that the allotment and issuance of up to 21,000,000 Procurri Placement Shares at the Procurri Placement Price pursuant to the Procurri Placement is in the best interests of the Company and is not prejudicial to the interest of the Company and its minority Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of Ordinary Resolution 1 as set out in the Notice of EGM.

### 7.2 The proposed Share Purchase Mandate

Having considered the relevant factors, including the rationale for the Share Purchase Mandate, the Directors are of the opinion that the Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Ordinary Resolution 2 as set out in the Notice of EGM.

### 7.3 The proposed Additional Directors' Emoluments

Having considered the relevant factors for the payment of the Additional Directors' Emoluments, the Directors (save for Mr Wong Kok Khun, Mr Lwi Tong Boon and Mr Lim Swee Yong, all of whom are not making a recommendation in respect of Ordinary Resolution 3, by virtue of their interest in the proposed Additional Directors' Emoluments) are of the opinion that the payment

of the Additional Directors' Emoluments is in the best interest of the Company. Accordingly, the Directors (save for Mr Wong Kok Khun, Mr Lwi Tong Boon and Mr Lim Swee Yong) recommend that Shareholders vote in favour of Ordinary Resolution 3 as set out in the Notice of EGM.

## **8. ACTION TO BE TAKEN BY SHAREHOLDERS**

### **8.1 Voting "Live" or by Appointment of Proxies**

In view of the current COVID-19 situation, the EGM will be held via electronic means and a Shareholder will not be able to attend the EGM in person. A Shareholder (whether individual or corporate) who wishes to exercise his/her/its voting rights at the EGM may (a) vote "live" via electronic means at the EGM or appoint a proxy (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on his/her/its behalf; or (b) appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. A proxy need not be a Shareholder.

Where a Shareholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the Ordinary Resolutions in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for the resolutions will be treated as invalid. Where a Shareholder (whether individual or corporate) appoints a proxy (other than the Chairman of the EGM) to be his/her/its proxy through the proxy form to vote "live" via electronic means at the EGM but does not pre-register such proxy at <https://conveneagm.sg/ProcurriEGM2022> by **8 January 2023 on 10.00 a.m.**, (a) if specific instructions as to voting, or abstentions from voting, in respect of a resolution in such proxy form is given, the Chairman of the EGM will be appointed as the proxy to vote in accordance with such instructions, or (b) if specific instructions are not given as to voting, or abstentions from voting, in respect of a resolution in such proxy form, the appointment of such proxy (other than the Chairman of the EGM) as proxy for that resolution will be treated as invalid.

Shareholders who wish to appoint a proxy to attend, speak and vote at the EGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event (a) if submitted by post, be lodged with the Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898; or (b) if submitted electronically, be submitted via email to <https://conveneagm.sg/ProcurriEGM2022>, in either case, not later than by **8 January 2023 on 10.00 a.m.**, being 72 hours before the EGM.

### **8.2 When Depositor regarded as Shareholder**

The Company may reject any Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the EGM.

## **9. INSPECTION OF DOCUMENTS**

The Company's Constitution and the Placement Agreement are available for inspection at the registered office of the Company at 29 Tai Seng Avenue #01-01 Natural Cool Lifestyle Hub, Singapore 534119 during normal business hours from the date of this Circular up to the date falling three months from the date of this Circular.

## **10. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed Procurri Placement, the Share Purchase Mandate and the Additional Directors' Emoluments, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

Yours faithfully  
For and on behalf of  
the Board of Directors of

**Procurri Corporation Limited**

**Wong Kok Khun**  
**Executive Chairman**

**APPENDIX A**  
**FINANCIAL EFFECTS OF THE PROPOSED SHARE PURCHASE MANDATE**

(i) On-Market Purchases made entirely out of profits and held as treasury shares

	Group		Company	
	Before the Share Purchase (S\$'000)	After the Share Purchase (S\$'000)	Before the Share Purchase (S\$'000)	After the Share Purchase (S\$'000)
<b>As at 31 December 2021</b>				
Equity excluding treasury shares	57,385	57,385	72,245	72,245
Treasury shares	-	(13,645)	-	(13,645)
Total equity including treasury shares	57,385	43,740	72,245	58,600
Net Tangible Assets (“NTA”)	44,857	31,212	72,245	58,600
Current assets	111,436	97,791	31,417	31,417
Current liabilities	72,346	72,346	3,526	17,171
Total borrowings	12,082	12,082	-	13,645
Cash and cash equivalents	29,472	15,827	4,162	4,162
Net profit attributable to owners of the Company	4,446	4,446	(131)	(131)
Total number of issued Shares	294,237,973	262,578,976	294,237,973	262,578,976
<b>Financial Ratios</b>				
NTA per Share (S\$)	15.25	11.89	24.55	22.32
Gearing (%)	(30.30)	(8.56)	(5.76)	16.18
Current ratio (times)	1.54	1.35	8.91	1.83
Earnings per Share (“EPS”) attributable to owners of the Company (S\$ cents per Share)	1.51	1.69	(0.04)	(0.05)

(ii) Off-Market Purchases made entirely out of profits and held as treasury shares

	Group		Company	
	Before the Share Purchase (S\$'000)	After the Share Purchase (S\$'000)	Before the Share Purchase (S\$'000)	After the Share Purchase (S\$'000)
<b>As at 31 December 2021</b>				
Equity excluding treasury shares	57,385	57,385	72,245	72,245
Treasury shares	-	(15,576)	-	(15,576)
Total equity including treasury shares	57,385	41,809	72,245	56,669
NTA	44,857	29,281	72,245	56,669
Current assets	111,436	95,860	31,417	31,417
Current liabilities	72,346	72,346	3,526	19,102
Total borrowings	12,082	12,082	-	15,576
Cash and cash equivalents	29,472	13,896	4,162	4,162
Net profit attributable to owners of the Company	4,446	4,446	(131)	(131)
Total number of issued Shares	294,237,973	262,578,976	294,237,973	262,578,976
<b>Financial Ratios</b>				
NTA per Share (S\$)	15.25	11.15	24.55	21.58
Gearing (%)	(30.30)	(4.34)	(5.76)	20.14
Current ratio (times)	1.54	1.33	8.91	1.64
EPS attributable to owners of the Company (S\$ cents per Share)	1.51	1.69	(0.04)	(0.05)

(iii) On-Market Purchases made entirely out of profits and cancelled

	Group		Company	
	Before the Share Purchase (S\$'000)	After the Share Purchase (S\$'000)	Before the Share Purchase (S\$'000)	After the Share Purchase (S\$'000)
<b>As at 31 December 2021</b>				
Equity excluding treasury shares	57,385	43,740	72,245	58,600
Treasury shares	-	-	-	-
Total equity including treasury shares	57,385	43,740	72,245	58,600
NTA	44,857	31,212	72,245	58,600
Current assets	111,436	97,791	31,417	31,417
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Total borrowings	12,082	12,082	-	13,645
Cash and cash equivalents	29,472	15,827	4,162	4,162
Net profit attributable to owners of the Company	4,446	4,446	(131)	(131)
Total number of issued Shares	294,237,973	262,578,976	294,237,973	262,578,976
<b>Financial Ratios</b>				
NTA per Share (S\$)	15.25	11.89	24.55	22.32
Gearing (%)	(30.30)	(8.56)	(5.76)	16.18
Current ratio (times)	1.54	1.35	8.91	1.83
EPS attributable to owners of the Company (S\$ cents per Share)	1.51	1.69	(0.04)	(0.05)

(iv) Off-Market Purchases made entirely out of profits and cancelled

	Group		Company	
	Before the Share Purchase (\$'000)	After the Share Purchase (\$'000)	Before the Share Purchase (\$'000)	After the Share Purchase (\$'000)
<b>As at 31 December 2021</b>				
Equity excluding treasury shares	57,385	41,809	72,245	56,669
Treasury shares	-	-	-	-
Total equity including treasury shares	57,385	41,809	72,245	56,669
NTA	44,857	29,281	72,245	56,669
Current assets	111,436	95,860	31,417	31,417
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Total borrowings	12,082	12,082	-	15,576
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Net profit attributable to owners of the Company	4,446	4,446	(131)	(131)
Total number of issued Shares	294,237,973	262,578,976	294,237,973	262,578,976
<b>Financial Ratios</b>				
NTA per Share (S\$)	15.25	11.15	24.55	21.58
Gearing (%)	(30.30)	(4.34)	(5.76)	20.14
Current ratio (times)	1.54	1.33	8.91	1.64
EPS attributable to owners of the Company (S\$ cents per Share)	1.51	1.69	(0.04)	(0.05)



**PROCURRI CORPORATION LIMITED**  
(Company Registration No.: 201306969W)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) of Procurri Corporation Limited (the “**Company**”) will be convened and held by electronic means on Wednesday, 11 January 2023 at 10.00 a.m. (Singapore time), to transact the following business for the purposes of considering, and if thought fit, passing with or without modifications, the following resolution which will be proposed as Ordinary Resolutions:

**ORDINARY RESOLUTION 1**

**THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 21,000,000 NEW SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO THE PROCURRI PLACEMENT**

That:

- (1) the allotment and issuance of up to 21,000,000 new ordinary shares in the capital of the Company (“**Shares**”) in the Company (“**Procurri Placement Shares**”) for the purposes of a placement of the Procurri Placement Shares in the manner outlined in the circular to Shareholders dated 27 December 2022 (the “**Circular**”), be approved and authorised, such authority being sought pursuant to Section 161 of the Companies Act 1967 and Rules 805(1) and 811(3) of the listing manual of the Singapore Exchange Securities Trading Limited; and
- (2) any director of the Company (each a “**Director**”, and collectively the “**Directors**”) be severally authorised to do all such things and execute all documents as they may consider necessary or expedient to give effect to this Ordinary Resolution as they may deem fit.

**ORDINARY RESOLUTION 2**

**THE PROPOSED SHARE PURCHASE MANDATE**

That:

- (A) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued and fully paid-up Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) an on-market purchase (“**On-Market Purchase**”) transacted through the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and/or
  - (ii) an off-market purchase (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme (as defined in Section 76C of the Companies Act 1967 (the “**Companies Act**”)) as may be determined or formulated by the Directors as they consider it fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the listing manual of the SGX-ST (the “**Listing Manual**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(B) unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase 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 expiring on:

- (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (c) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest;

(C) in this Resolution:

“**Prescribed Limit**” means the number (subject to any proportionate adjustments as may result from any capital subdivision and/or consolidation of the Company) of issued Shares representing 10 per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings as defined in the Listing Manual) of the Company as at the date of the passing of this Resolution; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, commission, clearance fees, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five Market Days (as defined in the Listing Manual) on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring during such five Market Days period and the date of the On-Market Purchase by the Company; and
- (ii) in the case of an Off-Market Purchase, 20 per cent. (20%) above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and

(D) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents, as may be required) as they or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

### **ORDINARY RESOLUTION 3**

#### **THE PROPOSED ADDITIONAL DIRECTORS' EMOLUMENTS**

That the payment of additional Directors' emoluments in the form of up to 9,000,000 share awards granted under and in accordance with the provisions of the Procurri Corporation Performance Share Plan, which will be paid in the manner outlined in the Circular, such Directors' emoluments being in addition to the Directors' fees already approved by Shareholders at the annual general meeting of the Company held on 26 April 2022, be approved and authorised.

#### **BY ORDER OF THE BOARD**

**Lin Moi Heyang**  
Company Secretary

**27 December 2022**

Singapore

**Notes:**

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice has been made available on the SGX-ST's as well as the Company's websites at the URLs stated below. Printed copies of this Notice of EGM, Proxy Form and related documents will not be despatched to members.

SGX's website : <https://www.sgx.com/securities/company-announcements>  
Company's website : [https://investor.procurri.com/sgx\\_announcements.html](https://investor.procurri.com/sgx_announcements.html)

2. Alternative arrangements relating to:
  - (a) attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream);
  - (b) submission of questions to the Chairman of the EGM in advance of, or "live" through the audio-visual webcast platform at, the EGM; and
  - (c) voting at the EGM (a) "live" by the member or his/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 proxy to vote on the member's behalf at the EGM.

In order to do so, shareholders must follow these steps:-

**Pre-Registration for "live" audio-visual webcast and "live" audio-only feed**

- Shareholders who wish to watch the "live" audio-visual webcast or listen to the "live" audio-only feed of the EGM must pre-register by **10.00 a.m. on 8 January 2023**, at the URL <https://conveneagm.sg/ProcurriEGM2022>; for the Company to authenticate their status as Shareholders.
  - Authenticated Shareholders will receive email instructions on how to access the "live" audio-visual webcast and "live" audio-only feed of the EGM proceedings by **5.00 p.m. on 9 January 2023**.
  - Shareholders who do not receive an email by **5.00 p.m. on 9 January 2023**, but have registered by **10.00 a.m. on 8 January 2023**, may contact Tricor Barbinder Share Registration Services at [SG.IS.Enquiry@sg.tricorglobal.com](mailto:SG.IS.Enquiry@sg.tricorglobal.com) or +65 6236 3550/3555.
  - Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, 2001) and wish to watch the "live" audio-visual webcast or listen to the "live" audio-only feed of the EGM must approach their respective depository agents to pre-register by **5.00 p.m. on 30 December 2022** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.
3. To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the EGM. A member who wishes to exercise his/its voting rights at the EGM may:
    - (a) (where the member is an individual) vote "live" via electronic means at the EGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on his/its behalf; or
    - (b) (whether the member is an individual or a corporate) appoint the Chairman of the EGM as his/its proxy to vote on his/its behalf at the EGM.

The accompanying proxy form may be accessed at the Company's website at the URL [https://investor.procurri.com/sgx\\_announcements.html](https://investor.procurri.com/sgx_announcements.html) and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

4. Members who pre-register to attend the EGM may ask questions relating to the resolutions to be tabled at the EGM for approval, "live" at the EGM, by submitting their questions through the live chat function via the platform.
  - Members may also submit questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM. Such questions must be submitted by **10.00 a.m. on 3 January 2023** in the following manner:-

- via the pre-registration website at the URL: <https://conveneagm.sg/ProcurriEGM2022>;
  - in hard copy by post to reach the Company at 29 Tai Seng Avenue, #01-01, Natural Cool Lifestyle Hub, Singapore 534119; or
  - by email to IR@procurri.com.
- Shareholders submitting questions by post or email should **download, complete and sign the prescribed question form** from the Company's website at the URL [https://investor.procurri.com/sgx\\_announcements.html](https://investor.procurri.com/sgx_announcements.html), before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. Questions submitted by post are sent at the shareholder's own risk. **All questions must be received by the Company by the time and date stated above to be treated as valid.**
  - The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM via SGXNET and on its corporate website by **6 January 2023**.
  - The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.
5. (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning given to it in Section 181 of the Companies Act 1967.

6. A proxy need not be a member of the Company.
7. The instrument appointing a proxy(ies) of the EGM must be submitted in the following manner:
- (a) if submitted by post, be lodged with the Company's Share Registrar at 80 Robinson Road #11-02 Singapore 068898; or
  - (b) if submitted electronically, via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case, by **10.00 a.m. on 8 January 2023**, being no later than 72 hours before the time fixed for the EGM.

A member who wishes to submit an instrument of proxy can do so via post or email and must first download, print, complete and sign the proxy form, before either submitting it by post to the address provided above, or by scanning and sending it to the email address provided above. **Instruments of proxy submitted by post are sent at the member's own risk. All instruments of proxy must be received by the Company by the time and date stated above to be treated as valid.**

**Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the pre-registration website at the URL <https://conveneagm.sg/ProcurriEGM2022>.**

8. Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") investors:
- (a) may vote "live" via electronic means at the EGM 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) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 30 December 2022**, being 7 working days before the date of the EGM.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/ or guidelines (the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers) the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (c) 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.

## PROCURRI CORPORATION LIMITED

(Company Registration No. 201306969W)  
(Incorporated in the Republic of Singapore)

### PROXY FORM

#### IMPORTANT

- The Extraordinary General Meeting ("EGM") is being convened, and will be held, by 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. The Notice of EGM has been made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL [https://investor.procurri.com/sgx\\_announcements.html](https://investor.procurri.com/sgx_announcements.html). Printed copies of the Notice of EGM, this Proxy Form and related documents will not be despatched to members.
- Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of, or "live" via an online chat box at the EGM and voting at the EGM (a) "live" by the member or his/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 proxy at the EGM to vote on the member's behalf at the EGM, are set out in the Notice of the EGM dated 27 December 2022.
- To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the EGM. A member who wishes to exercise his/its voting rights at the EGM may: (i) (where the member is an individual) vote "live" via electronic means at the EGM or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on his/its behalf; or (ii) (whether the member is an individual or a corporate) appoint the Chairman of the EGM as his/its proxy to vote on his/its behalf at the EGM.
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF or SRS investors. CPF and SRS investors: (i) may vote "live" via electronic means at the EGM 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 (ii) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5:00 p.m. on 30 December 2022.
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 27 December 2022.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

I/We..... (Name) ..... (NRIC/ Passport No.)  
of..... (Address)  
being a member/members of PROCURRI CORPORATION LIMITED (the "Company"), hereby appoint:

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address^		

and/or (delete as appropriate)

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address^		

^ Appointed proxy(ies) will be prompted via email (within 2 business days after the Company's receipt of a validly completed and submitted instrument appointing a proxy(ies)) to pre-register at the pre-registration website at the URL <https://conveneagm.sg/ProcurriEGM2022>, in order to access the live audio-visual webcast or live audio-only stream of the EGM proceedings.

or if no proxy is named, the Chairman of the EGM as my / our proxy / proxies to attend, speak and vote for me / us on my / our behalf at the EGM of the Company to be convened and held by way of electronic means on 11 January 2023 at 10.00 a.m. (Singapore time) and at any adjournment thereof in the following manner:

NO.	ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
1.	To approve the allotment and issuance of up to 21,000,000 new shares in the Company for the purposes of the Procurri Placement			
2.	To approve the Share Purchase Mandate			
3.	To approve the payment of additional Directors' emoluments			

Voting will be conducted by poll. If you wish your proxy / proxies to cast all your votes "For" or "Against" the resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of the resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of the resolution. If you wish your proxy / proxies to abstain from voting on the resolution, please indicate with an "X" in the "Abstain" box provided in respect of the resolution. Alternatively, please indicate the number of shares your proxy / proxies is directed to abstain from voting in the "Abstain" box provided in respect of the resolution. In any other case, the proxy / proxies may vote or abstain as the proxy / proxies deem(s) fit on the resolution if no voting instruction is specified.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Total No. of Shares	No. of Shares
In CDP Register	
In Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal

**IMPORTANT:** Please read notes overleaf

**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. **To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the EGM. A member who wishes to exercise his/its voting rights at the EGM may: (i) (where the member is an individual) vote "live" via electronic means at the EGM or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on his/its behalf; or (ii) (whether the member is an individual or a corporate) appoint the Chairman of the EGM as his/its proxy to vote on his/its behalf at the EGM.** A copy of this proxy form may also be accessed at the Company's website at the URL [https://investor.procurri.com/sgx\\_announcements.html](https://investor.procurri.com/sgx_announcements.html), and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy(ies) of the EGM must be submitted in the following manner:
  - (a) if submitted by post, be lodged with the Company's Share Registrar at 80 Robinson Road #11-02 Singapore 068898; or
  - (b) if submitted electronically, via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),in either case, by **10.00 a.m. on 8 January 2023**, being no later than 72 hours before the time fixed for the EGM.

A member who wishes to submit an instrument of proxy can do so via post or email and must first download, print, complete and sign the proxy form, before either submitting it by post to the address provided above, or by scanning and sending it to the email address provided above. **Instruments of proxy submitted by post are sent at the member's own risk. All instruments of proxy must be received by the Company by the time and date stated above to be treated as valid.**

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

5. Completion and return of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the EGM. A member who accesses the live audio-visual webcast or live audio-only stream of the EGM proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the live audio-visual webcast and live audio-only stream of the EGM proceedings.
6. The instrument appointing a proxy(ies) must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his attorney duly authorised in writing, or if submitted electronically via the pre-registration website at the URL <https://conveneagm.sg/ProcurriEGM2022>, be authorised by the appointor via the website. Where the instrument appointing a proxy(ies) is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of an officer or attorney duly authorised, or if submitted electronically via the pre-registration website at the URL <https://conveneagm.sg/ProcurriEGM2022>, be authorised by the appointor via the website. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.



7. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies. 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 the Chairman of the EGM as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.