

# RENAISSANCE UNITED LIMITED

(Company Registration Number 199202747M)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

This Notice of Annual General Meeting (the “**Notice**”) of Renaissance United Limited (“the **Company**”) has been made available on SGXNET at: <https://www.sgx.com/securities/company-announcements> and the Company’s website: [www.ren-united.com](http://www.ren-united.com). A printed copy of the Notice will NOT be dispatched to shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of the Company will be convened and held by way of electronic means via a live webcast from 160 Robinson Road #26-06 SBF Center, Singapore 068914 on 11 October 2021 at 11:00 a.m. for the following purposes:

### As Ordinary Business

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 April 2021 together with the Directors’ Statement and the Auditors’ Report thereon. **[Resolution 1]**
2. To approve Directors’ fees of S\$48,398/- (2020:S\$47,025). **[Resolution 2]**  
**[See Explanatory Note 1]**
3. To re-elect the following Director retiring pursuant to Regulation 89 of the Company’s Constitution: **[Resolution 3]**  
  
Mr James Moffatt Blythman.  
**[See Explanatory Note 2]**
4. To re-elect the following Director retiring pursuant to Regulation 89 of the Company’s Constitution: **[Resolution 4]**  
  
Mr Sazali Bin Mohd Nor.  
**[See Explanatory Note 3]**
5. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. To transact any other ordinary business which may be transacted at an annual general meeting.

## As Special Business

To consider and if thought fit, to pass the following resolution as ordinary resolution:

### 7. Authority to allot and issue new shares and convertible securities

**[Resolution 6]**

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

- (a)
  - (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this resolution was in force, provided that:
  - (i) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) to be issued pursuant to this resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this resolution, after adjusting for:
    - (1) new shares arising from the conversion or exercise of any convertible securities;
    - (2) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and
    - (3) any subsequent bonus issue, consolidation or subdivision of shares;

- (c) in exercising the authority conferred by the Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

**[See Explanatory Note 4]**

## **By Order of the Board**

Allan Tan Poh Chye  
**Company Secretary**

Singapore, 24 September 2021

### **EXPLANATORY NOTES:**

- (1) Includes Directors fees of the Company's subsidiaries. Please refer to page 106 of the Annual Report for more information on the breakdown. Previously, the Directors' fees paid at subsidiary level were only disclosed rather than appearing in aggregate. See page 41 of FY2021 Annual Report for further information.
- (2) Mr James Moffatt Blythman has submitted himself for re-nomination and re-appointment. Mr Blythman will, upon re-election as a Director of the Company, remain as Executive Director and Chief Financial Officer. Please refer to page 116 of the Annual Report for more information on Mr Blythman.
- (3) Mr Sazali Bin Mohd Nor has submitted himself for re-nomination and re-appointment. Mr Sazali will, upon re-election as a Director of the Company, remain as Chairman of the Nominating and Remuneration Committees and member of the Audit Committee. Please refer to page 116 of the Annual Report for more information on Mr Sazali.
- (4) Ordinary resolution 6 proposed in item 7 above, if passed, will authorise the Directors of the Company to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders. The authority of the Directors to do so as aforementioned is effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or until such time authority is varied or revoked by the Company in a general meeting, whichever is the earlier. In calculating the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this ordinary resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

### **Special Notice Regarding Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”)**

On 3 April 2020, the Singapore Government announced the implementation of circuit breaker measures (enhanced safe distancing measures and closure of non-essential workplace premises) to curb the further spread of COVID-19.

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**COVID-19 (Temporary Measures) Order 2020**”) was issued by the Minister for Law on 13 April 2020 which, among other things, enables issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution). A joint statement was also issued on 13 April 2020 by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation providing guidance for listed and non-listed entities on the manner in which general meetings are to be conducted during the period when elevated safe distancing measures are in place. The alternative arrangements apply for the period starting on 27 March 2020 and ending on 30 June 2021. This has now been extended to 30 September 2021.

In light of the above developments, the Company’s Annual General Meeting (“**AGM**”) will be convened and held by electronic means only. The Company is arranging for a live webcast of the AGM proceedings (the “**Live AGM Webcast**”) which will take place on Monday, 11 October 2021 at 11.00 a.m. Shareholders will be able to observe and/or listen to the AGM proceedings via live audio visual webcast or live audio-only stream. Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person.

Shareholders will be able to participate in the AGM in the following manner set out below.

#### **Live AGM Webcast:**

1. Shareholders may observe and/or listen to the AGM proceedings through the Live AGM Webcast. To do so, shareholders need to register at <https://conveneagm.com/sg/renunited> (the “**Registration Link**”) from 24 September 2021 **till 11.00 a.m. on 8 October 2021** (the “**Registration Deadline**”) to enable the Company to verify their status.
2. Following the verification, authenticated shareholders will receive an email by 11.00 a.m. on 8 October 2021 containing instructions to access the live audio-visual webcast of the AGM proceedings and, as an alternative, a telephone number to access the live audio only stream of the AGM proceedings.
3. Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the AGM.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 11.00 a.m. on 8 October 2021 may contact the Company by email at [corp@ren-united.com](mailto:corp@ren-united.com) or by phone at (65) 9619 2295.

#### **Submission of Proxy Forms to Vote:**

1. Shareholders who wish to vote at the AGM must submit a proxy form appointing the Chairman of the Meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote “for” or “against” or “abstain” from.
2. The proxy form (which can be assessed on SGXNET at the link: <https://www.sgx.com/securities/company-announcements> or the Company’s website at the link: [www.ren-united.com](http://www.ren-united.com), duly completed and signed, must be submitted in the following manner:
  - (a) if submitted by post, be deposited at the Company’s Share Registrar office, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898; or
  - (b) submit digitally to <https://conveneagm.com/sg/renunited>

**in either case, by no later than 11.00 a.m. on 8 October 2021, being 72 hours before the time fixed for the holding of the AGM.**

3. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date at 11.00 a.m. on 8 October 2021.
4. Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

**Submission of Questions:**

1. Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by 11.00 a.m. on 8 October 2021. Although the deadline for submitting questions is 11.00 a.m. on 8 October 2021, shareholders are, however, encouraged to register themselves via the Registration Link and to submit their questions via the Registration Link earlier than 11.00 a.m. on 8 October 2021 so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the AGM) prior to submitting their proxy forms by 11.00 a.m. on 8 October 2021.
2. The Company will endeavour to respond to shareholders' questions relating to the items on the agenda of the AGM via SGXNET and the Company's website at [www.ren-united.com](http://www.ren-united.com) (where substantial and relevant to the agenda of the AGM) within 48 hours of their receipt. The Company will also publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of the AGM.

**Important Reminder:**

**Due to the constantly evolving COVID-19 situation (and/or pursuant to any legislative amendments and directives or guidelines from government agencies or regulatory authorities), the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.**

**Notes on AGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):**

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate, by way of observing and/or listening via webcast, in the AGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the AGM is the Chairman of the meeting. Please also note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from.
2. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is normally entitled to appoint more than two (2) proxies to participate, by way of observing and/or listening via webcast, in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the AGM is the Chairman of the meeting. Please also note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from.
3. All voting will be carried out by way of proxy forms submitted as stipulated above.
4. The duly executed instrument appointing a proxy must be emailed to the Company or sent by post to Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not later than seventy-two (72) hours before the time set for the AGM.
5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
6. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the AGM in order for the depositor to be entitled to attend and vote at the AGM

**Personal Data Privacy Terms:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.