

ANNUAL GENERAL MEETING::VOLUNTARY**Issuer & Securities****Issuer/ Manager**

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

Security

ENVICTUS INTERNATIONAL HLDGLTD - SG1CF4000007 - BQD

Announcement Details**Announcement Title**

Annual General Meeting

Date & Time of Broadcast

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Status

New

Announcement Reference

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Submitted By (Co./ Ind. Name)

SURENTHIRARAJ S/O SAUNTHARARAJAH AND KOK MOR KEAT

Designation

COMPANY SECRETARIES

Financial Year End

30/09/2022

Event Narrative

Narrative Type	Narrative Text
Additional Text	The AGM will be held by way of electronic means on Monday, 30 January 2023 at 11 a.m. (Singapore Time). Shareholders will not be able to attend the AGM in person.
Additional Text	Please refer to the attached documents for more information: 1. Notice of AGM 2. Proxy Form

Event Dates**Meeting Date and Time**

30/01/2023 11:00:00

Response Deadline Date

27/01/2023 11:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The AGM will be held by way of electronic means on Monday, 30 January 2023 at 11 a.m. (Singapore Time). Shareholders will not be able to attend the AGM in person.

Attachments

[002 Envictus - Notice of AGM.pdf](#)

[003 Envictus - AGM Proxy Form.pdf](#)

Total size =82K MB

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Envictus International Holdings Limited (the "Company") will be held by way of electronic means on Monday, 30 January 2023 at 11.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2022 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Dato' Kamal Y P Tan, retiring by rotation pursuant to Regulation 91 of the Constitution of the Company and who, being eligible, offers himself for re-election. **(Resolution 2)**
3. To re-elect Mr Lyn Hian Woon, retiring by rotation pursuant to Regulation 91 of the Constitution of the Company and who, being eligible, offers himself for re-election. **(Resolution 3)**
4. To approve the payment of Directors' fees of S\$305,000 for the financial year ended 30 September 2022 (FY2021: S\$305,712). **(Resolution 4)**
5. To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolution, with or without modifications:-

7. **ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES** **(Resolution 6)**

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorized 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 Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below).

- (ii) (subject to such calculation as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of shares that may be issued in under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing this Resolution, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from the exercising share options or vesting of shares awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with (ii)(a) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.

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

BY ORDER OF THE BOARD

S Surenthiraraj @ S Suressh
Kok Mor Keat
Company Secretaries

Singapore
5 January 2023

Explanatory Notes

- (a) **Resolution 2** - Dato' Kamal Y P Tan will upon re-election remain as members of the Remuneration Committee, Audit Committee and Nominating Committee.
- (b) **Resolution 3** - Mr Lyn Hian Woon is an independent director and has served on the Board for an aggregate period of more than 9 years. The approval for his continued appointment as Independent Director pursuant to Rule 210(5)(d)(iii) was obtained at the AGM held on 11 March 2021 via a two-tier voting and shall remain in force until the earlier of (i) the retirement or resignation of the director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of the resolution on 11 March 2021.

Mr Lyn Hian Woon will, upon re-election as a Director of the Company, remain as a Chairman of the Audit Committee and members of the Remuneration Committee and Nominating Committee. He will be considered independent for the purposes of Rules 210(5)(d)(iii) and 704(8) of the Listing Manual of the SGX-ST.

- (c) **Ordinary Resolution 6**, if passed, will enable the Directors to issue shares in the Company up to 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company (in the case of issuance other than on a pro-rata basis to existing shareholders, such aggregate number of shares not to exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company) for such purposes as they consider to be in the interests of the Company.

Important Notice on COVID-19:

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020) and the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated from time to time) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place (the "Regulations"), the following steps will be taken for the AGM of the Company to help minimise the risk of community spread of the virus. The AGM is being convened, and will be held, by way of electronic means. Shareholders will not be allowed to attend the AGM in person and no Shareholders or their corporate representatives will be admitted. A Depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the time fixed for the AGM.

In addition, printed copies of this Notice, Annual Report and the accompanying Proxy Form will not be sent to Shareholders. Instead, this Notice, the Annual Report and the accompanying Proxy Form may be accessed via the Company's website at <https://www.envictus-intl.com>. This Notice, the Annual Report and the accompanying Proxy Form are also available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

Shareholders are reminded not to congregate to watch the "live" webcast or listen to the AGM proceedings and ensure that safe distancing measures are practised and the Regulations and all government advisories are adhered to. The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.

Alternative Arrangements for Participation at the AGM:

Shareholders may participate at the AGM in the following manner:

- (a) observing and/or listening to the AGM proceedings via a "live" audio-visual webcast or the "live" audio-only stream;
- (b) submitting questions in advance of the AGM or "live" at the AGM; and/or
- (c) voting at the AGM (i) "live" by shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

Shareholders (including, where applicable, their appointed proxy(ies)) and CPF and SRS Investors, can pre-register for access to the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings at the pre-registration website at the URL: <https://conveneagm.sg/envictusAGM2023>, by 11.00 a.m. on 27 January 2023.

Shareholders who wish to vote on the resolutions at the AGM may:

- (a) (where such shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on their behalf; or
- (b) (where such shareholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM.

Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with this Notice and the Annual Report on SGXNet and the Company's website at <https://www.envictus-intl.com>

The Proxy Form can be submitted in the following manner by 11.00 a.m. on 27 January 2023:

- (a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to and received at, the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted by email, the Proxy Form must be received by the Company at proxyform@envictus-intl.com.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and to vote thereat unless his name appears on the Depository Register maintained by the CDP at least 72 hours before the AGM.

Shareholders can submit questions in advance of, or "live" at the AGM. Shareholders who wish to submit questions in advance of the AGM may do so by 11.00 a.m. on 16 January 2023:

- (a) via the pre-registration website at the URL <https://conveneagm.sg/envictusAGM2023>; or
- (b) by email to AGMquestions@envictus-intl.com.

Members will need to identify themselves when posing questions by email by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its shares in the Company (e.g., via CDP, CPF or SRS).

The Company will answer all substantial and relevant questions received prior to the AGM at least 72 hours prior to the closing date and time for the lodgement of the proxy forms i.e. by 11.00 a.m. on 24 January 2022. The answers will be published on SGXNet and the Company's website at <https://www.envictus-intl.com>. The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies) who wish to ask questions "live" at the AGM must first pre-register at the pre-registration website at the URL <https://conveneagm.sg/envictusAGM2023>.

Shareholders and proxyholders who pre-registered and are verified to attend the AGM will be able to ask questions relating to the agenda of the AGM by clicking the "Ask a Question" feature and then clicking the "Queue for Video Call" via the Live Webcast. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual or audio means during the AGM within a certain prescribed time limit.

Personal Data Privacy:

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

PROXY FORM ANNUAL GENERAL MEETING

IMPORTANT:

A member will not be able to attend the Annual General Meeting in person. If a member (individual or corporate) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it may:

- (where the member is an individual) vote "live" via electronic means at the Annual General Meeting, or (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Annual General Meeting) to vote "live" via electronic means at the Annual General Meeting on his/her/its behalf; or
- (where the member is an individual or a corporate) appoint the Chairman of the Annual General Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting. In appointing the Chairman as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

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/SRS investors who hold ordinary shares through their CPF/SRS funds. CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.00 a.m. on 16 January 2023.

I/We, _____
of _____

being a member/members of **ENVICTUS INTERNATIONAL HOLDINGS LIMITED** (the "Company"), hereby appoint:

Name	Address	Email Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

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as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and at the Annual General Meeting of the Company to be held by way of electronic means on 30 January 2023 at 11.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolution to be proposed at the Annual General Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any item arising not summarised below, the proxy/proxies will vote or abstain from voting at his/their discretion.

No.	Resolutions relating to:	No. of Votes		
		For*	Against*	Abstain*
1	Adoption of Directors' Statement, Audited Financial Statements and Auditor's Report for the financial year ended 30 September 2022.			
2	Re-election of Dato' Kamal Y P Tan as a Director.			
3	Re-election of Mr Lyn Hian Woon as a Director.			
4	Approval of payment of Directors' fees of S\$305,000 in respect of the financial year ended 30 September 2022.			
5	Re-appointment of Messrs BDO LLP as auditors and to authorise the Directors to fix their remuneration.			
6	Authority to allot and issue new shares.			

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please mark "x" in the relevant box provided. Alternatively, please indicate the number of votes "For" or "Against" each resolution. If you mark "x" in the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

Dated this _____ day of _____ 2023

Signature(s) of Member(s) or,
Common Seal of Corporate Shareholder

Total Number of Shares held	
CDP Register	
Register of Members	

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. A member will not be able to attend the Annual General Meeting ("AGM") in person. A member (whether individual or corporate) must appoint a proxy(ies) or the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953 of Singapore (the "CPF Act"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM by 11.00 a.m. on 16 January 2023.

4. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his stead at the AGM. Such proxy need not be a member of the Company.
5. The Proxy Form can be submitted in the following manner by 11.00 a.m. on 27 January 2023:
 - a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to an received at, the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - b) if submitted by email, the Proxy Form must be received by the Company at proxyform@envictus-intl.com.

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

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, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing a proxy(ies) must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of its authorised officer(s) or its attorney duly authorised.
7. Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:
 - (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
 - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
8. The Company shall be entitled to reject the Proxy Form if it is incomplete or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the AGM as proxy). In addition, in the case of ordinary shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have ordinary shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
9. Members should take note that once this proxy form is submitted electronically via email to proxyform@envictus-intl.com or lodged with the Company's Share Registrar, they cannot change their vote as indicated in the box provided above.

Personal Data Privacy:

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