

GENERAL ANNOUNCEMENT::MINUTES OF ANNUAL GENERAL MEETING HELD ON 23 JANUARY 2026

Issuer & Securities

Issuer/ Manager

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

Securities

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SURENTHIRARAJ S/O SAUNTHARARAJAH AND KOK MOR KEAT

Designation

COMPANY SECRETARIES

Description (Please provide a detailed description of the event in the box below)

Please refer to the attachment.

Attachments

[20260123 EIH - AGM Minutes.pdf](#)

Total size =306K MB

ENVICTUS INTERNATIONAL HOLDINGS LIMITED
(Company Registration No.: 200313131Z)
(Incorporated in the Republic of Singapore)
(“the Company”)

**MINUTES OF ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD AT
ORCHID BALLROOM, BASEMENT 1, HOLIDAY INN SINGAPORE ORCHARD CITY
CENTRE, 11 CAVENAGH ROAD, SINGAPORE 229616 ON FRIDAY, 23 JANUARY 2026
AT 10.00 A.M.**

PRESENT

DIRECTORS

Dato' Jaya J B Tan	- Executive Chairman and Group Chief Executive Officer
Mr. Chew Sun Teong	- Non-Executive Non-Independent Director
Mr. Teo Chee Seng	- Non-Executive Non-Independent Director
Ms. Teo Siew Geok	- Independent Director
Mr. Yap Wai Ming	- Independent Director
Mr. Ng Siew Hoong	- Independent Director
Mr. Tan San Ming	- Alternate Director to Dato' Jaya J B Tan and Chief Operating Officer

IN ATTENDANCE

As set out in the attendance records maintained by the Company.

SHAREHOLDERS

As set out in the attendance records maintained by the Company.

Due to the restriction on the use of personal data pursuant to the provision of the Personal Data Protection Act 2012 of Singapore, the names of the shareholders and proxies present at the Meeting will not be published in these Minutes.

QUORUM

As a quorum was present, the Chairman declared the meeting open at 10.00 a.m. Before proceeding with the matters stated in the Notice of the meeting, the Chairman introduced the Directors, the Deputy Chief Financial Officer and the Company Secretaries to the shareholders.

NOTICE

The Notice convening the meeting was taken as read.

VOTING BY WAY OF A POLL

The Chairman informed the shareholders that pursuant to Regulation 61(A) of the Company's Constitution and Rule 730A(2) of the Singapore Exchange Securities Trading Limited (**SGX-ST**) Listing Rules, method of voting for the resolution of this AGM would be conducted by way of poll.

If a shareholder was attending in person or was validly appointed proxy for this AGM, he or she would have been issued an electronic keypad at the registration desk when signing-in earlier.

For the avoidance of doubt, if a shareholder was attending in person and had already appointed one or more proxies to attend the AGM, and such shareholder decided to exercise his or her right to vote in respect of any shares, his or her proxies must not vote in respect of those shares.

The Chairman informed the shareholders that Drewcorp Services Pte Ltd and Boardroom Corporate & Advisory Services Pte Ltd (**Boardroom**) have been appointed as Scrutineers and Polling Agent, respectively.

Before dealing with the business of the AGM, the Chairman invited the representative from Boardroom to brief the shareholders on the poll voting procedures.

The Chairman then proceeded to the business of the AGM.

ORDINARY BUSINESS:

1. ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025 - RESOLUTION 1

Resolution 1 was to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2025 and the Auditors' Report thereon.

With the consent of the shareholders, the Auditors' Report was taken as read.

The motion was duly proposed and seconded.

After dealing with questions from shareholders as stated in **Appendix 1** annexed, the motion was put to a vote.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,803,803	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	223,803,803	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 1 carried by way of a poll:

"IT WAS RESOLVED that the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2025 together with the Auditor's Report thereon, be and are hereby received and adopted."

2. RE-ELECTION OF MR. YAP WAI MING AS A DIRECTOR – RESOLUTION 2

Resolution 2 dealt with the re-election of Mr. Yap Wai Ming, a Director retiring pursuant to Regulation 97 of the Company's Constitution.

Shareholders were informed that Mr. Yap Wai Ming, being eligible, had indicated his consent to continue in office.

It was noted that Mr. Yap Wai Ming, upon re-election as a Director of the Company, would remain as an Independent Director of the Company, Chairman of the Nominating Committee and the Remuneration Committee respectively, and member of the Audit Committee and the Risk and Sustainability Committee respectively. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

The motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,803,803	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	223,803,803	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 2 carried by way of a poll:

"IT WAS RESOLVED that Mr. Yap Wai Ming be re-elected as a Director of the Company."

3. RE-ELECTION OF MR. NG SIEW HOONG AS A DIRECTOR – RESOLUTION 3

Resolution 3 dealt with the re-election of Mr. Ng Siew Hoong, a Director retiring pursuant to Regulation 97 of the Company's Constitution.

Shareholders were informed that Mr. Ng Siew Hoong, being eligible, had indicated his consent to continue in office.

It was noted that Mr. Ng Siew Hoong, upon re-election as a Director of the Company, would remain as an Independent Director of the Company, Chairman of the Risk and Sustainability Committee, and member of the Audit Committee, the Nominating Committee and the Remuneration Committee respectively. He will be considered independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.

The motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,723,803	100
No. of votes against:	0	0.00
Total no. of votes casted:	223,723,803	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 3 carried by way of a poll:

“IT WAS RESOLVED that Mr. Ng Siew Hoong be re-elected as a Director of the Company.”

4. RE-ELECTION OF MS. TEO SIEW GEOK AS A DIRECTOR – RESOLUTION 4

Resolution 4 dealt with the re-election of Ms. Teo Siew Geok, a Director retiring pursuant to Regulation 97 of the Company's Constitution.

Shareholders were informed that Ms. Teo Siew Geok, being eligible, had indicated her consent to continue in office.

It was noted that Ms. Teo Siew Geok, upon re-election as a Director of the Company, would remain as an Independent Director of the Company, Chairperson of the Audit Committee, and member of the Risk and Sustainability Committee, the Nominating Committee and the Remuneration Committee respectively. She will be considered independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.

The motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,372,302	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	223,372,302	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 4 carried by way of a poll:

"IT WAS RESOLVED that Ms. Teo Siew Geok be re-elected as a Director of the Company."

5. RE-ELECTION OF MR. CHEW SUN TEONG AS A DIRECTOR – RESOLUTION 5

Resolution 5 dealt with the re-election of Mr. Chew Sun Teong, a Director retiring pursuant to Regulation 97 of the Company's Constitution.

Shareholders were informed that Mr. Chew Sun Teong, being eligible, had indicated his consent to continue in office.

It was noted that Mr. Chew Sun Teong, upon re-election as a Director of the Company, would remain as a Non-Executive Non-Independent Director of the Company.

The motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,372,403	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	223,372,403	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 5 carried by way of a poll:

"IT WAS RESOLVED that Mr. Chew Sun Teong be re-elected as a Director of the Company."

6. RE-ELECTION OF MR. TEO CHEE SENG AS A DIRECTOR – RESOLUTION 6

Resolution 6 dealt with the re-election of Mr. Teo Chee Seng, a Director retiring pursuant to Regulation 91 of the Company's Constitution.

Shareholders were informed that Mr. Teo Chee Seng, being eligible, had indicated his consent to continue in office.

It was noted that Mr. Teo Chee Seng, upon re-election as a Director of the Company, would remain as a Non-Executive Non-Independent Director of the Company and a member of the Remuneration Committee.

The motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,803,803	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	223,803,803	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 6 carried by way of a poll:

“IT WAS RESOLVED that Mr. Teo Chee Seng be re-elected as a Director of the Company.”

7. **APPROVAL OF PAYMENT OF DIRECTORS’ FEES OF S\$260,214 IN RESPECT OF THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025 – RESOLUTION 7**

The Board had recommended the payment of S\$260,214 as Directors’ fees for the financial year ended 30 September 2025.

The motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,720,803	99.96
No. of votes against:	80,000	0.04
Total no. of votes casted:	223,800,803	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 7 carried by way of a poll:

“IT WAS RESOLVED that the payment of Directors’ fees of S\$260,214 for the financial year ended 30 September 2025 be and is hereby approved.”

8. **RE-APPOINTMENT OF AUDITORS – RESOLUTION 8**

Shareholders were informed that the retiring auditors, Messrs BDO LLP, had expressed their willingness to continue in office.

There being no other nomination, the motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,803,803	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	223,803,803	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 8 carried by way of a poll:

“IT WAS RESOLVED that the re-appointment of Messrs BDO LLP as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration be and is hereby approved.”

ANY OTHER BUSINESS

As no notice of any other ordinary business was received by the Secretary, the meeting proceeded to deal with the special business of the meeting.

SPECIAL BUSINESS:

9. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 9

Resolution 9 was to authorise Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Share Issue Mandate, if approved, would allow the Company to issue new shares of up to 50% of the total issued share capital (excluding treasury shares and subsidiary holdings) of which up to 20% may be issued other than on a pro-rata basis to such persons as the Directors may determine.

The motion was proposed and seconded.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read:

	Votes	%
No. of votes for:	223,265,303	99.76
No. of votes against:	535,500	0.24
Total no. of votes casted:	223,800,303	100.00

Based on the results of the poll, the Chairman of the meeting declared the following Ordinary Resolution 9 carried by way of a poll:

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

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (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.”

CONCLUSION

There being no other business to transact, the Chairman declared the AGM the Company closed at 10.25 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**DATO' JAYA J B TAN
CHAIRMAN**

ENVICTUS INTERNATIONAL HOLDINGS LIMITED
 (Company Registration No.: 200313131Z)
 (Incorporated in the Republic Singapore)
 ("the Company")

**Minutes of the Questions & Answers at the
 Annual General Meeting held on 23 January 2026**

ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025 – RESOLUTION 1	
Question 1	A shareholder enquired whether the Texas Chicken franchise allows Management the flexibility to introduce popular, high-margin products that align with current Malaysian consumer trends, such as salads, oat milk, coconut or avocado-based beverages, and whether Management would identify such products and present proposals to the franchisor.
Reply:	The Chairman explained that such introductions are considered on a case-by-case basis. Any new products would need to be submitted to franchisor for approval.
Question 2	The shareholder referred to the Group's exclusive 10-year International Multiple Unit Franchise and Development Agreement, which grants the exclusive rights to develop 115 Texas Chicken restaurants, and enquired whether any penalties would be imposed should the Group fail to meet the targeted number of openings, and the incentives available for exceeding the target.
Reply:	<p>The Chairman explained that the Group's inability to meet the targeted number of restaurant openings was often attributable to external factors, including delays in regulatory approvals that consequently affected the timely issuance of licences by the relevant authorities. He noted that no penalties were imposed for such delays and to date, the Group has not been penalised.</p> <p>The Chairman further elaborated that each restaurant is granted a 10-year operating period from the date of opening, with an option to renew for an additional 10 years. He added that achieving the targeted number of openings would provide the Group with incentives in the form of enhanced royalty contributions and improved bargaining power.</p>
Question 3	A shareholder enquired about the franchise period of Texas Chicken and whether any markup or additional costs would be incurred upon renewal for a further 10 years.
Reply:	The Chairman explained that the renewal process would be negotiated by Management and under usual circumstances, it is a straightforward rollover with no markup costs.