



NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on the home page of the Company's corporate website (www.singhaiyi.com), SGXNET and the following URL: sg.com/venuegm.com/singhaiyi. A printed copy of this Notice will not be despatched to members of the Company.

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Singhaiyi Group Ltd. (the "Company") will be held by way of electronic means on Thursday, 6 August 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

AS ORDINARY BUSINESS

- 1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Auditors' Report thereon. (Resolution 1)
2. To re-elect the following Directors of the Company retiring pursuant to Article 85 of the Constitution of the Company: Mr. Neil Bush (Resolution 2), Mr. Gii Hiang Meng (Resolution 3), Ms. Yang Merlin (Resolution 4)
3. To approve the payment of Directors' fees of S\$301,000.00 for the financial year ending 31 March 2021, to be paid quarterly in arrears. (Resolution 5)
4. To re-appoint KPMG LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. (Resolution 6)
5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions with or without any modifications:

- 6. Authority to allot and issue new shares
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:
(a) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
(b) 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
(c) (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:
(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued shares (excluding any treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) 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 twenty per cent (20%) of the total number of issued shares (excluding any treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such 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 (1) above, the total number of issued shares (excluding any treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new Shares arising from the conversion or exercise of any convertible securities;
(b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution provided the options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares;
(3) in exercising the authority conferred by this 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), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (i)] (Resolution 7)
7. Authority to allot and issue shares under the Singhaiyi Share Option Scheme 2013
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options ("Options") under the prevailing Singhaiyi Share Option Scheme 2013 (the "Scheme") and to allot and to issue from time to time such number of shares in the capital of the Company as may be required to be transferred or issued pursuant to the exercise of Options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding any treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (ii)] (Resolution 8)
8. Renewal of Share Buy-Back Mandate
That:
(a) for the purposes of the Companies Act, Cap. 50, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
(i) on-market purchase(s) (each a "On-Market Purchase") on the Mainboard ("SGX-Mainboard") of the SGX-ST; and/or
(ii) off-market purchase(s) (each an "Off-Market Purchase") effected pursuant to an equal access scheme as defined in Section 78C of the Act ("Equal Access Scheme") as may be determined or formulated by the Directors as they consider fit, which Off-Market Purchase on an Equal Access Scheme shall satisfy all the conditions prescribed by the Companies Act;
and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Share Buy-Back Mandate, the Constitution, the Companies Act and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");
(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
(i) the date on which the next AGM of the Company is held or required by law to be held; or
(ii) the date on which the purchases or acquisitions of Shares by the Company are carried out to the full extent mandated; or
(iii) the date on which the authority conferred by the proposed Share Buy-Back Mandate is varied or revoked by Shareholders in a general meeting. (the "Relevant Period");
(c) in this Resolution:
"Maximum Limit" means ten per cent (10%) of the total number of Shares (excluding any treasury shares and subsidiary holdings, if any) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the said reductions of share capital (excluding any treasury shares and subsidiary holdings, if any, that may be held by the Company as at that date. Any Shares which are held as treasury shares will be disregarded for purposes of computing the ten per cent (10%) limit;
"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax, clearance fees and other related expenses) to be paid for the Share which shall not exceed:
(i) in the case of a On-Market Purchase, one hundred and five per cent (105%) of the Average Closing Price (as defined below); and
(ii) in the case of an Off-Market Purchase pursuant to an Equal Access Scheme, one hundred and twenty per cent (120%) of the Average Closing Price, where:
"Average Closing Price" means the average of the closing market prices of the Shares for the last five (5) consecutive Market Days on which the Shares were traded on the SGX-ST, immediately preceding the date on which an On-Market Purchase was made by the Company, or as the case may be, the date of the making of the offer pursuant to an Off-Market Purchase on an Equal Access Scheme, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days; and
"date of the making of the offer" means the date on which the Company makes an announcement of an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the Equal Access Scheme for effecting the Off-Market Purchase; and
"Market Day" means a day on which the SGX-ST is open for securities trading;
(d) the Directors of the Company and/or any 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 and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. [See Explanatory Note (iii)] (Resolution 9)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of Singhaiyi Group Ltd. (the "Company") will be held by way of electronic means on Thursday, 6 August 2020 at 10.30 a.m. (or such earlier or later time as soon as practicable following the conclusion of the AGM of the Company) to be held at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the special resolution as set out below:

- 1. Special Resolution: Proposed Adoption of the New Constitution
That:
(a) the regulations contained in the New Constitution of the Company as set out in Circular to Shareholders dated 15 July 2020, be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company; and
(b) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution. [See Explanatory Note (iv)] (Resolution 1)

By Order of the Board

Kevin Ghee
Company Secretary
Singapore, 15 July 2020

Explanatory Notes:

- (i) The Ordinary Resolution 7 in Item 6 above, if passed, will empower the Directors of the Company, effective until the earlier of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, to issue pursuant to Resolution 7 (including Shares to be issued pursuant to Instruments made or granted) is subject to a limit of 50% of the total number of issued shares (excluding any treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis, calculated as described in Resolution 7.
(ii) The Ordinary Resolution 8 in Item 7 above, if passed, will empower the Directors of the Company, from the date of this Meeting (as defined below) until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, to issue shares in the capital of the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in total (for the entire duration of the Scheme) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time, and the aggregate number of ordinary shares which may be issued pursuant to the Scheme and any other share based schemes (if applicable) shall not exceed 15% of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time.
(iii) The Ordinary Resolution 9 in Item 8 above, if passed, will empower the Directors of the Company, effective until the earlier of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, to repurchase or otherwise acquire Shares in accordance with the terms and conditions set out in the Appendix dated 16 July 2020.
(iv) The Special Resolution 1 above, if passed, will enable the Company to adopt the New Constitution in substitution for, and to the exclusion of the existing Memorandum and Articles. The New Constitution will take into account the changes to the Companies Act introduced pursuant to the Amendment Act. The proposed New Constitution contains updated provisions which are consistent with the listing rules of the SGX-ST, in compliance with Rule 730(2) of the Listing Manual. Details of the proposed alteration are set out in Circular to Shareholders dated 15 July 2020.

Notes:

- General
1. In line with the provisions under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, members of the Company will NOT be allowed to attend the AGM/EGM in person. The AGM/EGM will be held by way of electronic means.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM/EGM are set out in the Company's announcement dated 15 July 2020 titled "General Meetings to be held on 6 August 2020" which has been updated together with this Notice of Annual General Meeting and Notice of Extraordinary General Meeting on SGXNet on the same day. Members of the Company can participate in the AGM/EGM by:
a. watching or listening to the AGM/EGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 below;
b. submitting questions ahead of the AGM/EGM. Please refer to Notes 6 to 8 below for further details; and
c. voting by proxy at the AGM/EGM. Please refer to Notes 9 to 15 below for further details.
Participation in AGM/EGM proceedings via "live webcast"
3. A member will be able to watch the proceedings of the AGM/EGM through a "live" webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed ("Live Webcast"). In order to do so, a member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register by 10.30 a.m. on 3 August 2020 ("Registration Deadline"), at the following URL: sg.com/venuegm.com/singhaiyi, to create an account.
4. Following authentication of his/her/its status as member, each member will receive email instructions on how to access the Live Webcast using the account created or "live" audio feed.
5. Members who have pre-registered by Registration Deadline but do not receive the aforementioned email by 10.30 a.m. on 6 August 2020 should contact the Company at the email address: h@singhaiyi.com, with the following details included: (1) the member's full name; and (2) his/her/its identification/registration number.
Submission of questions prior to the AGM/EGM
6. A member of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM/EGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant.
7. To do so, all questions must be submitted no later than the Registration Deadline through any one of the following means:
(a) by email to h@singhaiyi.com; or
(b) by depositing the physical copy at the Company's registered office at 6 Shenton Way, #46-01 OUE Downtown 1, Singapore 068808; or
(c) via the URL: sg.com/venuegm.com/singhaiyi.
8. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (a) the member's full name; and (b) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
Voting by proxy
9. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM/EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM/EGM. In appointing the Chairman of the Meeting as his/her/its proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("Proxy Form"), failing which the appointment will be treated as invalid.
10. The Chairman of the Meeting, as proxy, need not be a member of the Company.
11. The Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be submitted through any one of the following means not less than 48 hours before the time appointed for the Meeting:
(a) by sending a scanned PDF copy by email to h@singhaiyi.com; or
(b) by depositing a physical copy at the Company's registered office at 6 Shenton Way, #46-01 OUE Downtown 1, Singapore 068808; or
(c) via the URL: sg.com/venuegm.com/singhaiyi.
12. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where the Proxy Form is signed on behalf of an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
13. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (such as in the case where the appointor submits more than one Proxy Form).
14. In the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as 72 hours before the time appointed for holding the AGM/EGM, as certified by The Central Depository (Pte) Limited to the Company.
15. A member of the Company who holds his/her shares through a Relevant Intermediary (including CPFIS Members or SRS Investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM/EGM.
\* A Relevant Intermediary is:
(a) a banking corporation licensed under the Banking Act, Chapter 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
(b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 288 and who holds shares in that capacity; or
(c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 38, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By pre-registering for the Live Webcast, submitting the Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the General Meetings and/or any adjournment thereof, a member of the Company (or its agents or service providers) 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 and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the General Meetings (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the General Meetings (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 and (i) agree 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.