

GENERAL ANNOUNCEMENT::MINUTES OF ANNUAL GENERAL MEETING HELD ON 11 MARCH 2021

Issuer & Securities

Issuer/ Manager

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

Securities

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Designation

COMPANY SECRETARIES

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

Please refer to the attachment.

Attachments

[EIH - Minutes of AGM final.pdf](#)

Total size =611K MB

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic Singapore)
(Company Registration Number: 200313131Z)
(the Company)

MINUTES OF ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS (VIDE LIVE WEBCAST AND LIVE AUDIO STREAM) ON THURSDAY, 11 MARCH 2021 AT 11.00 A.M.

PRESENT

DIRECTORS

Dato’ Jaya J B Tan (Executive Chairman)
Dato’ Kamal Y P Tan (Non-Executive Director & Adviser)
Datuk Sam Goi Seng Hui (Non-Executive Vice Chairman)
Mr Mah Weng Choong (Non-Executive Director)
Mr John Lyn Hian Woon (Independent Director)
Mr Teo Chee Seng (Independent Director)

IN ATTENDANCE

As per attendance list.

INTRODUCTION

The Chairman, Dato’ Jaya J B Tan (“Dato’ Jaya” or “the Chairman”) welcomed all joining the Meeting via the live webcast and live audio stream.

The Chairman informed that the AGM was conducted by electronic means via live webcast due to COVID-19 restriction and the safe-distancing measures. The Chairman introduced the Directors and the Chief Financial Officer present at the AGM.

QUORUM

As there was a quorum, the Chairman declared the AGM of the Company opened at 11.00 a.m.

NOTICE

The Notice convening the AGM dated 9 February 2021 was taken as read.

OPENING ADDRESS

The Chairman highlighted that the shareholders have been advised to submit their votes by completing the Proxy Form to appoint the Chairman of the Meeting as proxy to vote on their behalf in the Notice of AGM.

The Chairman informed that in his capacity as the Chairman of the Meeting, he had been appointed by shareholders as proxy and would vote in accordance with their instructions. In line with the Company’s Constitution, all resolutions tabled at the Meeting will be voted by way of poll. All

resolutions to be tabled at the AGM were proposed by the Chairman. The results would be announced after each resolution.

The Company has appointed Boardroom Corporate & Advisory Services Pte Ltd as the polling agent and DrewCorp Services Pte Ltd as the scrutineers for the verification and supervision of the counting of the votes of all such valid proxy forms submitted by the shareholders by the deadline at 11.00 a.m. on 8 March 2021.

It was noted that the Company has invited shareholders to send in their questions prior to this Meeting. The Chief Financial Officer, Mr Billy Lim, informed shareholders that the Company had responded to all questions submitted by shareholders vide an announcement released to the SGX on 10 March 2021.

ORDINARY BUSINESS:

1. **ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2020 - RESOLUTION 1**

The Meeting proceeded to receive and adopt the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 30 September 2020.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	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, Audited Financial Statements and Auditors' Report for the financial year ended 30 September 2020 thereon be received and adopted."

2. **RE-ELECTION OF DATUK SAM GOI SENG HUI – RESOLUTION 2**

Resolution 2 dealt with the re-election of Datuk Sam Goi Seng Hui as a Director retiring pursuant to Regulation 91 of the Company's Constitution. Shareholders were informed that Datuk Sam Goi Seng Hui had signified his consent to continue in office.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	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 Datuk Sam Goi Seng Hui be and is hereby re-elected as a Director of the Company.”

3. RE-ELECTION OF MR TEO CHEE SENG – RESOLUTION 3

Resolution 3 dealt with the re-election of Mr Teo Chee Seng as a Director of the Company. Mr Teo Chee Seng, who was retiring pursuant to Regulation 91 of the Company’s Constitution, had given his consent for re-election.

It was noted that Mr Teo Chee Seng would, upon re-election as a Director of the Company, remain as a Chairman of the Nominating Committee and Remuneration Committee and a member of Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST).

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	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 Teo Chee Seng be and is hereby re-elected as a Director of the Company.”

4. CONTINUED APPOINTMENT OF MR TEO CHEE SENG AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(A) OF THE LISTING MANUAL– RESOLUTION 4

The Chairman informed the Meeting that Resolutions 4 to 7 are to seek approval from the shareholders via a Two-Tier Voting process for Mr Teo Chee Seng and Mr John Lyn Hian Woon, to continue in office as an Independent Non-Executive Directors of the Company for a three-year term, effective from the passing of these resolutions at this AGM, until the

conclusion of the third annual general meeting of the Company, following the passing of these resolutions.

In compliance with Rule 210(5)(d)(iii)(B) of the SGX Listing Manual, which will take effect from 1 January 2022, the Directors of the Company, and their respective associates had abstained from voting on Resolutions 5 and 7 respectively.

The Chairman informed the Meeting that Resolution 4 is to approve the continued appointment of Mr Teo Chee Seng as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Resolution 4 carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 3 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM and the passing of Resolution 5 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer (“CEO”) of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Mr Teo Chee Seng, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Teo Chee Seng as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”

5. CONTINUED APPOINTMENT OF MR TEO CHEE SENG AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(B) OF THE LISTING MANUAL– RESOLUTION 5

The Chairman informed the Meeting that Resolution 5 is to approve the continued appointment of Mr Teo Chee Seng as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	29,777,529	97.96
No. of votes against:	619,900	2.04
Total no. of votes casted:	30,397,429	100.00

No. of votes abstained are 167,347,830

Based on the results of the poll, the Chairman of the Meeting declared the following Resolution 5 carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 3:

- (a) the continued appointment of Mr Teo Chee Seng, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Teo Chee Seng as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 4 is passed by shareholders of the Company by appointing the Chairman of the Meeting proxy to vote at the AGM.

Pursuant to the authority given by the members in Resolutions 4 and 5 duly passed and confirmed at the Meeting, the continued appointment of Mr Teo Chee Seng as an Independent Director shall continue in force until the earlier of (i) the retirement or resignation of Mr Teo Chee Seng as a Director; or (ii) the conclusion of the third AGM of the Company, following the passing of Resolutions 4 and 5.”

6. CONTINUED APPOINTMENT OF MR JOHN LYN HIAN WOON AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(A) OF THE LISTING MANUAL– RESOLUTION 6

The Chairman informed the Meeting that Resolution 6 is to approve the continued appointment of Mr John Lyn Hian Woon as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Resolution 6 carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 7 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer (“CEO”) of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Mr John Lyn Hian Woon, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr John Lyn Hian Woon as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. ”

7. CONTINUED APPOINTMENT OF MR JOHN LYN HIAN WOON AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(B) OF THE LISTING MANUAL– RESOLUTION 7

The Chairman informed the Meeting that Resolution 7 is to approve the continued appointment of Mr John Lyn Hian Woon as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	29,777,529	97.96
No. of votes against:	619,900	2.04
Total no. of votes casted:	30,397,429	100.00

No. of votes abstained are 167,347,830

Based on the results of the poll, the Chairman of the Meeting declared the following Resolution 7 carried:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 6:

- (a) the continued appointment of Mr John Lyn Hian Woon, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr John Lyn Hian Woon as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 6 is passed by shareholders of the Company by appointing the Chairman of the Meeting proxy to vote at the AGM.

Pursuant to the authority given by the members in Resolutions 6 and 7 duly passed and confirmed at the Meeting, the continued appointment of Mr John Lyn Hian Woon as an Independent Director shall continue in force until the earlier of (i) the retirement or resignation of Mr John Lyn Hian Woon as a Director; or (ii) the conclusion of the third AGM of the Company, following the passing of Resolutions 6 and 7.”

8. DIRECTORS' FEES – RESOLUTION 8

The Directors had recommended the payment of S\$343,500 as Directors' fees for the financial year ended 30 September 2020.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	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 payment of Directors' fees of S\$343,500 for the financial year ended 30 September 2020 be and is hereby approved.”

9. APPOINTMENT OF AUDITORS – RESOLUTION 9

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

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	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 Messrs BDO LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorized to fix their remuneration.”

ANY OTHER BUSINESS

There being no other ordinary business to transact, the Meeting proceeded to deal with the special business as set out in the Notice.

SPECIAL BUSINESS:

10. AUTHORITY TO ALLOT AND ISSUE NEW SHARES – RESOLUTION 10

Resolution 10 was to authorize Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50 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 Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	197,125,359	99.69
No. of votes against:	619,900	0.31
Total no. of votes casted:	197,745,259	100.00

Based on the results of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 10 carried by way of a poll:

“IT WAS RESOLVED 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 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.”

CONCLUSION

There being no other business to transact, the Chairman thanked everyone for watching the live webcast or live audio stream. The Chairman declared the Annual General Meeting of the Company closed at 11.25 a.m.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DATO' JAYA J B TAN
CHAIRMAN