

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

ENGRO CORPORATION LIMITED

Security

ENGRO CORPORATION LIMITED - SG1H26001476 - S44

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

12-Apr-2023 20:14:53

Status

New

Announcement Reference

SG230412MEET7FQ0

Submitted By (Co./ Ind. Name)

Joanna Lim

Designation

Company Secretary

Financial Year End

31/12/2022

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attachments. 1. Notice of AGM together with the Additional Information on AGM to be held by electronic means; and 2. Proxy Form.

Event Dates

Meeting Date and Time

27/04/2023 10:00:00

Response Deadline Date

24/04/2023 10:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Annual General Meeting will be convened and held by way of electronic means on Thursday, 27 April 2023 at 10:00am. Shareholders will not be able to attend the Annual General Meeting in person.

Attachments

[EnGro Notice of AGM together with the Additional Information on AGM to be held by electronic means.pdf](#)

[EnGro Proxy Form.pdf](#)

Total size =150K MB

ENGRO CORPORATION LIMITED

Company Registration No.: 197302229H
Incorporated in the Republic of Singapore

Proxy Form - Annual General Meeting

IMPORTANT:

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

(where the member is an individual) vote "live" via electronic means at the AGM, or (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on his/her/its behalf; or

(a) (where the member is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. 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.

(b) 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 10.00 a.m. on 17 April 2023.

PERSONAL DATA PRIVACY: By submitting this Proxy Form, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2023.

*I / We, _____ NRIC/Passport no. _____

of _____

being *a member/members of EnGro Corporation Limited. (the "Company"), hereby appoint:

Name	Address	Email Address	NRIC/ Passport No.	Proportion of Shareholding(s) (%)

and/or (delete as appropriate)

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or failing him/her, the Chairman of the Annual General Meeting, as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting ("AGM") of the Company to be held by way of electronic means on Thursday, 27 April 2023 at 10.00 a.m. and at any adjournment thereof.

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

No.	Ordinary Resolutions	For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022 together with the Auditors' Report thereon.			
2.	To declare a first and final tax-exempt (one-tier) dividend of 2.5 cents per ordinary share for the financial year ended 31 December 2022.			
3.	To re-elect Mr. Tan Yok Koon as a Director (Retiring under Regulation 87).			
4.	To re-elect Mr. Tan Soo Nan as a Director (Retiring under Regulation 87).			
5.	To re-appoint Messrs KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.			
SPECIAL BUSINESS				
6.	To approve the payment of Directors' fees of S\$270,000 for the financial year ended 31 December 2022 (2021: S\$288,750).			
7.	To authorise the Directors to allot and issue shares pursuant to the Share Issue Mandate.			
8.	To approve the proposed renewal of the Share Purchase Mandate.			

Note:

If you wish to exercise all your votes "For", "Against" or "Abstain" the resolution, please insert [✓] within the relevant box provided. Alternatively, please indicate the number of Shares as appropriate.

Dated this _____ day of _____ 2023.

Total Number of Shares held	
CDP Register	
Register of Members	

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

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:-

1. If the Shareholder 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 Shareholder 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 Shareholder 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 Shareholder.
2. A Shareholder will not be able to attend the AGM in person. A Shareholder (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 Shareholder wishes to exercise his/her/its voting rights at the AGM. Where a Shareholder (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 10.00 a.m. on 17 April 2023.
4. The Chairman of the AGM, as proxy, need not be a Shareholder of the Company.
5. A Shareholder 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 Shareholder of the Company.
6. The Proxy Form can be submitted in the following manner by 10.00 a.m. on 24 April 2023, being at least 72 hours before the time for holding the AGM:
 - a. if submitted by post, be deposited at the Company's registered office at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923; or
 - b. if submitted electronically, be submitted via email to ir@engro-global.comA Shareholder 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. Shareholders are strongly encouraged to submit completed proxy forms electronically via email.
7. 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.
8. 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.
9. 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.
10. Shareholders should take note that once this proxy form is submitted electronically via email to ir@engro-global.com or posted/deposited to office of the Company's Registered office at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923, they cannot change their vote as indicated in the box provided above.

Fold along this line

Affix
Postage
Stamp
Here

The Company Secretary
ENGRO CORPORATION LIMITED
29 International Business Park
#08-05/06 Acer Building Tower B
Singapore 609923

Fold along this line

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of EnGro Corporation Limited (“**the Company**”) will be held by way of electronic means on Thursday, 27 April 2023 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022, together with the Auditors’ Report thereon. **(Resolution 1)**

2. To declare a first and final tax-exempt (one-tier) dividend of 2.5 cents per ordinary share for the financial year ended 31 December 2022. **(Resolution 2)**

3(a) To re-elect Mr Tan Yok Koon who retires by rotation in accordance with Regulation 87 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 3)**

[See Explanatory Notes]

3(b) To re-elect Mr Tan Soo Nan who retires in accordance with Regulation 87 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 4)**

Mr Tan Soo Nan will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

[See Explanatory Notes]

4. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS Special Business

5. To approve the payment of Directors’ fees of S\$270,000 for the financial year ended 31 December 2022 (2021: S\$288,750). **(Resolution 6)**

6. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6.1 Authority to allot and issue shares pursuant to the Share Issue Mandate

“That pursuant to Section 161 of the Companies Act 1967 of Singapore and the Listing Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors to:-

(A) (i) issue shares in the capital of 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) 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 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 Instrument made or granted by the Directors while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (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 (a) 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) of the Company at the time this Resolution is passed, after adjusting for:-
 - (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
 - (ii) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

and, in sub-paragraph (a) above and this sub-paragraph (b), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

- (c) 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) and the Constitution for the time being of the Company; and
- (d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) 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 the earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments."

(Resolution 7)

6.2 Proposed Renewal of the Share Purchase Mandate

"That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967, the exercise by the directors of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (the "**Shares**"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-
 - (i) on-market purchases (each a "**Market Purchase**") effected on SGX-ST through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (each an "**Off-Market Purchase**") effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable,

NOTICE OF ANNUAL GENERAL MEETING

be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase 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 Ordinary Resolution, and expiring on the earlier of:-
- (i) the date on which the next AGM of the Company is held; or
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) the date on which the purchases of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:-

“**Prescribed Limit**” means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:-

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:-

“**Average Closing Price**” means the average of the closing market prices of a Share over the last 5 Market Days (“**Market Day**” being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Days and the day on which the Market Purchase was made; and

- (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 as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

(Resolution 8)

7. To transact any other business that may properly be transacted at an AGM.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and the Register of Members of the Company will be closed on 24 May 2023 for the preparation of dividend warrants for the proposed first and final tax-exempt (one-tier) dividend of 2.5 cents per ordinary share for the financial year ended 31 December 2022. Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 up to 5.00 p.m. on 23 May 2023 will be registered to determine shareholders' entitlement to the proposed dividends. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 23 May 2023 will be entitled to the proposed dividend. The proposed dividends, if approved by shareholders at the forthcoming AGM, will be paid on 31 May 2023.

By Order of the Board

Joanna Lim
Company Secretary

12 April 2023

EXPLANATORY NOTES

In relation to Ordinary Resolutions 3 and 4 proposed in items 3(a) and 3(b) above, the detailed information on Mr Tan Yok Koon and Mr Tan Soo Nan are set out in the section entitled "Board of Directors", Table 3 in the Corporate Governance Report and "Additional Information on Directors Seeking Re-election" of the Company's 2022 Annual Report.

Mr Tan Yok Koon is the brother of Mr Tan Cheng Gay (Chairman and Chief Executive Officer and substantial shareholder of the Company) and Mr Tan Chin Hoon (a substantial shareholder of the Company).

Mr Tan Soo Nan has no shareholdings in the Company and its related corporations, and has no relationships with the Company, its substantial shareholders or its officers. Mr Tan Soo Nan is considered independent by the Board.

STATEMENT PURSUANT TO REGULATION 57(3) OF THE COMPANY'S CONSTITUTION

The effect of the resolutions under the heading "Special Business" in this Notice of Annual General Meeting is:-

Ordinary Resolution 6

Resolution 6 is to approve the payment of Directors' fees for the financial year ended 31 December 2022.

Ordinary Resolution 7

Resolution 7 proposed in item 6.1 above, if passed, will empower the Directors of the Company (unless varied or revoked by the Company in general meeting) from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held, whichever is the earlier, to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares and issue shares in pursuance of such instruments. The number of shares (including shares to be issued in pursuance of instruments made or granted) that the Directors of the Company may issue under Resolution 7 shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of Resolution 7, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to the shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Resolution 8

Resolution 8 proposed in item 6.2 above, if passed, will empower the Directors of the Company to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) in capital of the Company at the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2022 are set out in greater detail in the Addendum in relation to the proposed renewal of the Share Purchase Mandate.

Notes:

- 1) A member (other than a Relevant Intermediary (as defined below)) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2) The instrument appointing a proxy must be deposited at the registered office of the Company at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923; or electronically via email to at ir@engro-global.com not later than 72 hours before the time appointed for the holding of the AGM.
- 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.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, 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, take-over rules, regulations and/or guidelines.

NOTICE OF ANNUAL GENERAL MEETING

ADDITIONAL INFORMATION ON THE ANNUAL GENERAL MEETING ON THURSDAY 27 APRIL 2023 ("AGM") AT 10.00 A.M. TO BE HELD BY ELECTRONIC MEANS

1) No Despatch of Printed Copies of Notice of AGM, Circular and Proxy Form

Printed copies of this Circular, the Notice of AGM and the Proxy Form (collectively, the "AGM Documents") will NOT be sent to Shareholders of the Company. Instead, the AGM Documents will be made available to members of the Company by electronic means via publication on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>

2) No Physical Attendance at AGM

The AGM is being convened, and will be held, by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will not be allowed to attend the AGM in person and no Shareholders or their corporate representatives will be admitted.

3) Alternative Arrangements

To keep physical interactions and COVID-19 transmission risk to a minimum, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by:

- (A) attending the AGM via electronic only means (including arrangements by which the AGM can be accessed via "live" webcast or "live" audio feed);
- (B) submitting questions in advance of, or live at, the AGM, and addressing of substantial and relevant questions in advance of, or live at, the AGM; and
- (C) voting at the AGM (i) live by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.

4) Pre-Registration to Observe and/or Listen to the AGM Proceedings

Shareholders must pre-register themselves, or, where applicable, their appointed proxy(ies) (other than the Chairman of the AGM), at the pre-registration website at <https://conveneagm.com/sg/EnGroAGM2023> from now till Monday, 24 April 2023 at 10.00 a.m. ("**Registration Deadline**") to enable the Company to verify their status as Shareholders.

Following the verification, authenticated Shareholders will receive an email by 5.00 p.m. on 26 April 2023. The email will contain login credentials and instructions to access the live audio-visual webcast or audio-only of the AGM proceedings. Shareholders who do not receive an email by 5.00 p.m. on 26 April 2023, but have registered by 10.30 a.m. on 24 April 2023, should contact our webcast service provider at <https://conveneagm.com/sg/EnGroAGM2023> for assistance.

Persons who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM should approach their respective relevant intermediaries at least seven (7) working days before the AGM in order for necessary arrangements to be made for their participation in the AGM.

5) Submitting Questions in Advance of, or Live at, the AGM

- (i) Submission of questions in advance of the AGM

Shareholders may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be received by the Company no later than **10.00 a.m. on 20 April 2023**, and can be submitted in either of the following manner:

- Via the pre-registration website at <https://conveneagm.com/sg/EnGroAGM2023>
- Via email to ir@engro-global.com
- By post to the Company's registered office at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923.

NOTICE OF ANNUAL GENERAL MEETING

To ensure that Shareholders' substantial and relevant questions are received by the Company by the stipulated deadline, Shareholders are strongly encouraged to submit their questions via the pre-registration website and/or via email.

For verification purpose, when submitting any questions via email or by post, Shareholders MUST provide the Company with following details:

- a. your full name;
 - b. number of shares held in the Company; and
 - c. the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).
- (ii) Submission of questions live at the AGM

All Shareholders, or where applicable, their appointed proxy(ies), who have pre-registered for the AGM may also ask the Chairman of the AGM substantial and relevant questions relating to the Resolutions to be tabled at the AGM for approval, live at the AGM, by typing in and submitting their questions through the live chat function via the platform. Shareholders will not be able to ask questions live at the AGM via the audio-only stream of the AGM proceedings.

The Company will endeavour to address the substantial queries from members prior to, or at the AGM and upload the Company's responses on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> The minutes of the AGM, which including responses to substantial queries from the Members which are addressed during the AGM (if any), shall thereafter be published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month from the conclusion of the AGM.

6) **Vote Live, or Appoint Proxy(ies) to Vote, at the AGM**

Shareholders who wish to exercise their voting rights at the AGM may:

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

Vote Live at the AGM

Shareholders, who wish to vote live via electronic means at the AGM must first pre-register themselves at the pre-registration website at <https://conveneagm.com/sg/EnGroAGM2023> "Live" voting will be conducted during the AGM. It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the AGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.

Shareholders, or where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" webcast in order to vote live at the AGM and will not be able to do so via the "live" audio feed of the AGM proceedings. Instructions will be provided at the start of the AGM on how to vote.

Appointment of Proxy(ies)

- (i) Shareholders who wish to appoint proxies (other than the Chairman of the AGM) to attend the AGM and vote "live" at the AGM on their behalf must do both of the following:
 - (A) complete and submit the Proxy Form in accordance with the instructions below; and
 - (B) pre-register the proxy(ies) at the pre-registration website by the Registration Deadline at <https://conveneagm.com/sg/EnGroAGM2023> by 24 April 2023 at 10.00 a.m.

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- (ii) As an alternative to “live” voting, Shareholders may also vote at the AGM by appointing the Chairman as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the AGM on their behalf, duly completed Proxy Forms must be submitted with the Company in the following manner:

- a. if submitted by post, be deposited at the Company's registered office at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923; or
- b. if submitted electronically, be submitted via email to ir@engro-global.com

in either case, by **10.00 a.m. on 24 April 2023** (being 72 hours before the time fixed for holding of the AGM). Shareholders may download the Proxy Form from SGXNET at the URL <http://www.sgx.com/securities/company-announcements>.

A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and submitting it by email to the email address provided above. **Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

In the Proxy Form, the Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the Resolutions to be tabled at the AGM. If no specific direction as to voting is given, the proxy (including the Chairman of the AGM if he/she is appointed as proxy) will vote or abstain from voting at his/her discretion.

In view of section 81S(4) of the SFA, a depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the depository register maintained by the CDP at least seventy-two (72) hours before the AGM. Any Shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM. Accordingly, even if such Shareholder deposits his/her proxy form seventy-two (72) hours before the AGM, the proxy(ies) (including the Chairman of the AGM) will not be entitled to vote on his/her behalf at the AGM, and the Company may reject any such instrument appointing the proxy.

A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Any appointment of a proxy by a Shareholder attending the AGM shall be null and void and such proxy shall not be entitled to vote at the AGM. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy.

A Shareholder, who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

Voting by Investors Holding Shares through Relevant Intermediaries (including CPF/SRS Investors)

Investors holding Shares through Relevant Intermediaries (including CPF/SRS investors) may exercise their votes in the following manner:

- (i) vote “live” at the AGM, if they are appointed as proxies by their respective Relevant Intermediaries (including CPF agent banks and SRS operators); or
- (ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries (including CPF agent banks and SRS operators).

Investors holding Shares through Relevant Intermediaries should not make use of the Proxy Form. Only investors holding Shares through Relevant Intermediaries that have been duly appointed as proxies by their respective Relevant Intermediary may vote “live” at the AGM.

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CPF/SRS investors who wish to exercise their votes should approach their respective CPF agent bank/SRS operator at least seven working days before the AGM.

7) **Voting Results**

An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through “live” voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the AGM (and displayed onscreen for the “live” webcast) in respect of the resolutions put to the vote at the AGM. The Company will also issue an announcement on SGXNET on the results of all the resolutions put to vote at the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to continue to hold its AGM by way of electronic means to keep physical interactions and COVID-19 transmission risk to a minimum.

For and on behalf of
EnGro Corporation Limited
12 April 2023