
NOTICE OF EXTRAORDINARY GENERAL MEETING

AZVENTURE INVESTMENTS LTD.

(formerly known as AZTECH GROUP LTD.)
(Incorporated in the Republic of Singapore)
(Registration No.: 198601642R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of **AZVENTURE INVESTMENTS LTD.** (the “**Company**”) will be convened and held by way of electronic means on **Thursday, 30 June 2022 at 10.30 a.m.**, for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION:

RESOLVED THAT:

- (a) Subject to the confirmation and approval of the High Court of the Republic of Singapore:
- (i) the issued share capital of the Company be reduced from S\$99,633,956.16 comprising 94,907,019 issued and paid-up ordinary shares in the capital of the Company (“**Shares**”) to S\$8,987,845.75 comprising 79,806,884 Shares (the “**Selective Capital Reduction**”);
 - (ii) the proposed Selective Capital Reduction be effected by:
 - (A) Cancelling all such 15,100,135 Shares constituting part of the total issued share capital of the Company as are held by the Participating Shareholders; and
 - (B) Reducing the amount of S\$90,646,110.41 constituting part of the total paid-up share capital of the Company held by all the shareholders of the Company (except those held by AVS Investments Pte. Ltd.) (the “**Participating Shareholders**”), such Participating Shareholders holding in aggregate 15,100,135 of the Shares; and
 - (iii) Each Participating Shareholder shall receive S\$6.003 cash for every Share held by such Participating Shareholder that is cancelled as a result of the Selective Capital Reduction as consideration in exchange for the cancellation of their Shares.
- (b) The directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation to sign, execute and deliver such documents, approve any amendments, alterations or modifications to any documents as may be required) as they or he may consider necessary, desirable or expedient in the interest of the Company to give effect to the proposed selective capital reduction as set out in the preceding paragraph (a) and this resolution.

By Order of the Board

Ms Nor Hafiza Alwi
Company Secretary
8 June 2022
Singapore

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Notes:

- (i) The EGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (ii) Details on the alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions prior to or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Letter to Shareholders in the Circular to Shareholders in relation to the Proposed Selective Capital Reduction dated 8 June 2022 (the "**Letter to Shareholders**") accompanying this Notice of EGM. Shareholders may participate at the EGM by taking note of the steps set out in the Letter to Shareholders.
- (iii) To minimise physical interactions and COVID-19 transmission risks, members will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/ her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The Chairman of the EGM, as proxy, need not be a member of the Company.
- (iv) The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be:
 - (a) If sent personally or by post, deposited with: Azventure Investments Ltd., c/o B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or
 - (b) If submitted by electronic mail, received by the Company at egm@azventure.sg,in either case, **by 10.30 a.m. on 27 June 2022, being at least 72 hours before the time of the EGM**, and in default, the instrument of proxy shall be treated as invalid.

To minimise COVID-19 transmission risks, members are strongly encouraged to submit duly completed proxy forms electronically via electronic mail. If a member elects to submit duly completed proxy forms electronically via electronic mail, all subsequent correspondence with the Company in relation to the EGM shall be conducted via email, and sent to the same electronic mail address from which the proxy forms were submitted.
- (v) The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointer or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (vi) Persons who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), other than Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through the live webcast; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.
- (vii) In addition, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10.30 a.m. on 21 June 2022**, being seven (7) working days before the date of the EGM.

Personal data privacy:

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