



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 554 Havelock Road, Singapore 169639, by way of electronic means on Tuesday, 27 April 2021 at 2.00 p.m. (Singapore time), for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial period ended 31 December 2020 and the Directors' Statement and the Auditors' Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of S\$111,349 for the financial period ended 31 December 2020. (Financial year ended 31 March 2020: S\$150,000.00) **Resolution 2**
3. To re-elect Mr. Tan Lye Heng Paul, a Director retiring pursuant to Regulation 88 of the Company's Constitution. *(See Explanatory Note)* **Resolution 3**
4. To re-elect Timur Pradopo, Director retiring pursuant to Regulation 89 of the Company's Constitution. *(See Explanatory Note)* **Resolution 4**
5. To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

6. To approve, by all shareholders, the continued appointment of Mr. Low Chai Chong as an Independent Director in accordance to Rule 406(3)(d)(iii)¹ of the Listing Manual Section B: Rules of Catalist. This Resolution shall remain in force until the earlier of Mr. Low Chai Chong's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Resolution and Resolution 7 below. *(See Explanatory Note)* **Resolution 6**
7. To approve, subject to and contingent upon the passing of Resolution 6 above, by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) the continued appointment of Mr. Low Chai Chong as an Independent Director in accordance to Rule 406(3)(d)(iii)¹ of the Listing Manual Section B: Rules of Catalist. This Resolution shall remain in force until the earlier of Mr. Low Chai Chong's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Resolution. *(See Explanatory Note)* **Resolution 7**

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

8. THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules"), authority be and is hereby given to the Directors to:
Resolution 8
 - (a) (i) issue shares in the capital of the Company (the "Shares") whether by way of rights, bonus or otherwise; and/or

¹ Rule 406(3)(d)(iii) of the Listing Manual Section B: Rules of Catalist will come into effect on 1 January 2022.



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- (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 may in their absolute discretion deem fit; and

- (b) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force, notwithstanding that the authority granted by this resolution may have ceased to be in force at the time of such issuance of shares.

PROVIDED ALWAYS THAT

- (1) save as may otherwise be permitted by the SGX-ST, 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 100% of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;

adjustment in accordance with the above Paragraph 2(i) 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 the passing of the resolution approving the mandate.

- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules 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
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this resolution 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.
(See Explanatory Note)



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OTHER BUSINESS

7. To transact any other business of an Annual General Meeting.

BY ORDER OF THE BOARD

Nico Purnomo Po

Executive Director and Chief Executive Officer

Singapore
12 April 2021

Explanatory Notes:

Resolution 3

Mr. Tan Lye Heng Paul will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Remuneration and Nominating Committee, and he will be considered independent for the purpose of Rule 704(7) of Section B of the Listing Manual of the SGX-ST.

The profile and key information of Mr. Tan Lye Heng Paul can be found under the section entitled "Board of Directors" of the Company's Annual Report 2020.

Resolution 4

Mr. Timur Pradopo will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and of the Remuneration and Nominating Committee, and he will be considered independent for the purpose of Rule 704(7) of Section B of the Listing Manual of the SGX-ST.

The profile and key information of Mr. Timur Pradopo can be found under the section entitled "Board of Directors" of the Company's Annual Report 2020.

Resolution 6 and Resolution 7

Mr. Low Chai Chong ("**Mr. Low**"), Chairman of the Board of Directors, Chairman of the Remuneration and Nominating Committee and a member of the Audit Committee, an Independent Director of the Company, has served as a Director of the Company more than 9 years since 1 September 2010. He has submitted himself for a two-tier voting process in accordance with Rule 406(3)(d)(iii) of the Listing Manual Section B: Rules of Catalyst, which will come into effect on 1 January 2022.

Resolution 6 and 7, if duly passed, will remain in force until the earlier of the following: (i) the retirement or resignation of Mr. Low; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of Resolution 6 and Resolution 7.

If the Resolution 6 is not passed, Resolution 7 will be withdrawn.

If both the Resolutions 6 and 7 are not passed, on and from 1 January 2022, Mr. Low will be deemed non-independent on and from 1 January 2022. He shall continue to serve as a non-Independent Director of the Company therefrom. Consequently, on and from 1 January 2022, he shall cease as Chairman of the Remuneration and Nominating Committee of the Company as in compliance with the Code of Corporate Governance 2018 (the "**Code**") and in accordance with the Term of Reference of the Remuneration and Nominating Committee of the Company (the "**RNC TOR**") requiring the Chairman of the Remuneration and Nominating Committee shall be an independent non-executive Director. In view thereof, the Board of the Directors shall take appropriate steps to appoint an independent non-executive Director to be a Chairman of the Remuneration and Nominating Committee to comply with the Code and RNC TOR before 1 January 2022.



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Resolution 8

The Ordinary Resolution 8, if passed, save as may otherwise be permitted by the SGX-ST, will empower the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in aggregate 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time that Resolution 6 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 are outstanding or subsisting at the time that Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Notes:

- (1) The Annual General Meeting (“AGM”) is being convened, and 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. Printed copies of this Notice of AGM, the Annual Report of the Company for the financial period ended 31 December 2020 (“Annual Report”) and the proxy form will not be dispatched to members. Instead, this Notice of AGM, Annual Report and the proxy form will be published on (i) the Company’s website at the URL <http://pollux.com.sg/annual-reports>, (ii) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>; and (iii) AGM website at the URL <https://septusasia.com/polluxagm>.
- (2) Due to measures implemented by the Singapore government to minimise the risk of community spread of COVID-19 in Singapore, the AGM is being convened and held in accordance to the guidance on safe distancing measures when conducting the general meetings issues by amongst others the Singapore Exchange Regulation. A member will not be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and/or during the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
- (3) Members will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, members must pre-register at the Company’s pre-registration website at the URL <https://septusasia.com/polluxagm> from now till 2.00 p.m. on 24 April 2021 (“Registration Deadline”) to enable the Company to verify their status as members of the Company.

Following the verification, authenticated members will receive an email confirming successful registration, and shareholders can use the login credentials provided to access the live audio-visual webcast and live audio-only stream of the AGM proceedings. Members who do not receive such email by 2.00 p.m. on 26 April 2021 but have registered by the Registration Deadline should contact the Company’s Share Registrar, M & C Services Private Limited at telephone +65 6228 0530 or via email at gpb@mncsingapore.com.

- (4) Members may also submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM. In order to do so, their questions must be submitted in the following manner by 2.00 p.m. on 21 April 2021:
 - (a) if submitted by post, be lodged at the registered office of the Company at 554 Havelock Road, Singapore 169639 or the office of the Company’s Share Registrar at 112 Robinson Road, #05-01, Singapore 068902;
 - (b) if submitted electronically, be submitted via email to info@pollux.com.sg; or
 - (c) via the pre-registration website at URL <https://septusasia.com/polluxagm>.

Members who submit questions must provide the following information:

- (i) the member’s full name;
- (ii) the member’s address; and
- (iii) the manner in which the member holds shares in the Company (e.g., via CDP, scrip, CPF or SRS).

The Company will endeavor to address all substantial and relevant questions submitted in advance of the AGM prior to or during the AGM. The Company will publish the responses to the substantial and relevant questions which the Company is unable to address during the AGM, in its website and on SGXNet prior to the AGM. The Company will publish the minutes of the AGM on its website and on SGXNet.



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- (5) **Due to measures implemented by the Singapore government to minimise the risk of community spread of COVID-19 in Singapore, the AGM is being convened and held in accordance to the guidance on safe distancing measures when conducting the general meetings issues by amongst others the Singapore Exchange Regulation. A member will not be able to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM.** A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM is available on (i) the Company's website at the URL <http://pollux.com.sg/annual-reports>, (ii) the SGX website at the URL <https://www.sgx.com/securities/company-announcements>; and (iii) the AGM website at the URL <https://septusasia.com/polluxagm>. Printed copies of the proxy form will not be dispatched to members.

Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

- (6) The instrument appointing the Chairman of the AGM as proxy that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be submitted to the Company in the following manner:
- (a) if submitted by post, by lodged at the registered office of the Company at 554 Havelock Road, Singapore 169639; or
 - (b) if submitted electronically, by submitted via email to the Company's Share Registrar at gpb@mncsingapore.com,

in either case, by 2.00 p.m. on 24 April 2021, being seventy-two (72) hours before the time set for holding the AGM or at any adjournment thereof and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Members are strongly encouraged to submit completed proxy forms electronically via email.

- (7) Persons who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), other than CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM, 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 AGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2.00 p.m. on 16 April 2021, being 7 working days before the date of the AGM.

- (8) The Chairman of the AGM, as proxy, need not be a member of the Company.

Personal Data Privacy

By (a) pre-registering for the webcast and/or the audio-only tele-conferencing, (b) submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, and/or submitting ANY questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consent to the collection, use and disclosure of your personal data by the Company (or its agents or service providers) for the purpose of

- (i) administering the webcast and/or the audio-only tele-conferencing (including, but not limited to, verifying your identity and shareholding status, registering an account for you to access the webcast and/or the audio-only tele-conferencing, facilitating and administering the webcast and audio-only tele-conferencing and disclosing your personal data to the Company's agents or third party service provider for any such purposes),
- (ii) the processing of any questions submitted to the Company,
- (iii) the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Annual General Meeting as proxy appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and



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(iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's Sponsor, SAC Capital Private Limited. It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**Exchange**") and the Exchange assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

The details of the contact person for the Sponsor is: Ms Tay Sim Yee (Registered Professional, SAC Capital Private Limited), Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Tel: 6232 3210.