

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of the Enviro-Hub Holdings Ltd (the “Company”) will be held by way of electronic means on Thursday, 27 April 2023 at 10.30 a.m. to transact the following business:-

AS ORDINARY BUSINESS

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

2. To declare a first and final tax-exempt (1-tier) dividend of S\$0.001 per ordinary share for the financial year ended 31 December 2022. **(Resolution 2)**

[See Explanatory Note (A) below]

3. To approve Directors’ fees of S\$176,000 for the financial year ending 31 December 2023, payable quarterly in arrears. (2022: S\$176,000) **(Resolution 3)**

4. To re-elect the following Directors, each of whom will be retiring by rotation in accordance with Regulation 107 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company.

- (a) Mr Tan Kok Hiang **(Resolution 4)**

Mr Tan Kok Hiang will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

[See Explanatory Note (B) below]

- (b) Mr Samuel Poon Hon Thang **(Resolution 5)**

Mr Samuel Poon Hon Thang will, upon re-election as a Director of the Company, remain as a member 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 Note (B) below]

5. To re-elect Mr Adrian Toh Jia Sheng who retires in accordance with Regulation 112 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 6)**

[See Explanatory Note (B) below]

6. To appoint Messrs Mazars LLP as auditors of the Company in place of retiring auditors of the Company, Messrs KPMG LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

[See Explanatory Note (C) below]

7. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

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AS SPECIAL BUSINESS

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

8. Authority to allot and Issue shares pursuant to the Share Issue Mandate

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

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

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 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"

(Resolution 8)

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9. Proposed Renewal of the Shareholders' General Mandate for Interested Person Transactions

That:

- (a) approval be and is hereby given for the renewal of the general mandate for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company and its subsidiaries, and their associated companies, or any of them, to enter into any of the transactions falling within the types of "interested person transactions", particulars of which are set out in the Company's Appendix to Shareholders dated 12 April 2023 ("**Appendix**"), with any party who is of the class or classes of "interested persons" described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the guidelines and procedures for review and administration of "interested person transactions" as described in the Appendix and will not be prejudicial to the interests of the Company and its minority shareholders; and
- (b) the approval given in paragraph (a) above ("**IPT Mandate**") shall, unless revoked or varied by the Company in a general meeting of the Company, continue in force until the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and
- (c) the audit committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary for the IPT Mandate to take into consideration any amendment to Chapter 9 of the SGX-ST Listing Manual which may be prescribed by the SGX-ST from time to time, and such other applicable laws and rules; and
- (d) the Directors and any of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the IPT Mandate and this resolution and the transactions contemplated and/or authorised by the IPT Mandate and this resolution. **(Resolution 9)**

10. Proposed Renewal of the Shares Purchase Mandate

That:

- (a) pursuant to Article 52(2) and for the purposes of the Companies Act 1967, the Directors of the Company be and are hereby authorised generally and unconditionally to make purchases of ordinary shares in the share capital of the Company ("Shares") from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent. (10%) of the issued Shares (ascertained as at the date of the passing of this resolution, but excluding any Shares held as treasury Shares or subsidiary holdings) at the price of up to but not exceeding the Maximum Price (as defined below), in accordance with the guidelines described in the Appendix, including the "Guidelines on Shares Purchases" set out in Annex I of the Appendix, and otherwise in accordance with all other laws and regulations, and the rules of the SGX-ST ("Shares Purchase Mandate"); and
- (b) the Shares Purchase Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the earlier of: -
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Shares Purchase Mandate are carried out to the full extent mandated; and

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- (c) in this Ordinary Resolution, “**Maximum Price**” means:
- (i) in the case of a market purchase of Shares on the SGX-ST transacted through the SGX-ST’s trading system or on another stock exchange on which the Company’s equity securities are listed, one hundred and five per cent. (105%) of the Average Closing Price; and
 - (ii) in the case of an off-market purchase pursuant to an equal access scheme in accordance with Section 76C of the Companies Act 1967, one hundred and twenty per cent. (120%) of the Average Closing Price,

in either case, excluding related expenses of the Shares purchase.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded preceding the day of the market purchase (which is deemed to be adjusted for any corporate action that occurs after the relevant 5-day period and the day on which the purchases are made);

- (d) the Directors of the Company and 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 or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the Shares Purchase Mandate and this resolution, and the transactions contemplated and/or authorised by the Shares Purchase Mandate and this resolution. **(Resolution 10)**

11. **Authority to Offer and Grant Awards and to Allot and Issue Shares under the Enviro-Hub Share Award Scheme 2022**

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorized to offer and grant awards (“**Awards**”) in accordance with the provisions of the “Enviro-Hub Share Award Scheme 2022” (“**2022 Scheme**”) and (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new ordinary shares in the capital of the Company (“**Shares**”) as may be required to be issued pursuant to the vesting of the Awards under the 2022 Scheme provided always that the aggregate number of Shares (comprising new Shares and/or treasury Shares) to be delivered pursuant to the 2022 Scheme, when added to the number of new Shares issued and issuable and the number of treasury Shares delivered in respect of all other share schemes or share plans of the Company (if any), shall not exceed fifteen per cent. (15%) of the total issued share capital of the Company (excluding treasury Shares and subsidiary holdings) from time to time, and provided also that, subject to such adjustments as may be made to the 2022 Scheme as a result of any variation in the capital structure of the Company, 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 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. **(Resolution 11)**

By Order of the Board

Joanna Lim Lan Sim
Company Secretary
12 April 2023

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Explanatory Notes

(A) Resolution 2

In relation to the Ordinary Resolution 2 proposed in item (2) above, the duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 up to 5.00 p.m. on **30 May 2023** will be registered to determine shareholders' entitlement to the proposed dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on **30 May 2023** will be entitled to the proposed dividend.

The proposed dividend, if approved by the shareholders at the forthcoming Annual General Meeting of the Company, will be paid on **8 June 2023**.

(B) Resolutions 4 to 6

In relation to the Ordinary Resolutions 4 to 6 proposed in items 4(a), 4(b) and 5 above, the detailed information on Mr Tan Kok Hiang, Mr Samuel Poon Hon Thang and Mr Adrian Toh Jia Sheng 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.

There are no relationships (including immediate family relationships) between Mr Tan Kok Hiang and the Company, its related corporations, its substantial shareholders or its officers.

There are no relationships (including immediate family relationships) between Mr Samuel Poon Hon Thang and the Company, its related corporations, its substantial shareholders or its officers.

Mr Adrian Toh Jia Sheng is the Executive Director and shareholder of the Company. His sister, Ms Toh Siew Ling, is the Financial Controller of Pastel Glove Sdn Bhd, a wholly owned subsidiary of the Company.

(C) Resolution 7

In relation to Ordinary Resolution 7 proposed in item 6 above, the Appendix provides shareholders with information and the rationale relating to the Proposed Change of Auditors to be tabled at the AGM.

In accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST:

- (a) the retiring Auditor, KPMG LLP ("**KPMG**"), has confirmed that it is not aware of any professional reasons why the new Auditor, Mazars LLP ("**Mazars**"), should not accept appointment as Auditors of the Company;
- (b) the Company confirms that there were no disagreements with the retiring Auditors, KPMG on accounting treatments within the last 12 months and up to the date of the Appendix;
- (c) the Company confirms that, other than as set out in the Appendix, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders and which has not been disclosed in the Appendix;
- (d) the Company confirms that the rationale for the Proposed Change of Auditors is disclosed in Section 5 of the Appendix. The Company is of the view that it would be timely to effect a change of external auditors. Accordingly, the retiring Auditors, KPMG will retire and will not be seeking re-appointment as Auditors of the Company at the forthcoming 2023 AGM; and
- (e) the Company confirms that it is or will be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of Mazars as the Auditors of the Company. Mazars will also be appointed as the auditors of all the Singapore incorporated subsidiaries and significant associated companies of the Group.

Pursuant to Section 205(11) of the Companies Act 1967, the Company has also received the Notice of Nomination of Mazars as Auditors from a Shareholder, a copy of which is in Annex II of the Appendix.

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Statement pursuant to Article 61(3) of the Company's Constitution

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

1. The **Ordinary Resolution 8** proposed in item 8 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 Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting 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 8 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 8, 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 8 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 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. As at 23 March 2023 (the "Latest Practicable Date"), the Company had no treasury shares and subsidiary holdings.
2. The **Ordinary Resolution 9** proposed in item 9 above, if passed, will authorise the types of "interested person transactions" as described in the Appendix dated 12 April 2023 and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the IPT Mandate (as defined in Resolution 9 above). This authority will, unless revoked or varied by the Company at a general meeting, expire on the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier. Details of the IPT Mandate are set out in the Appendix dated 12 April 2023.
3. The **Ordinary Resolution 10** proposed in item 10 above, if passed, will authorise the Directors of the Company to make on-market and off-market purchases or acquisitions of ordinary shares in the share capital of the Company ("**Shares**") of up to 10 per cent. (10%) of the issued shares (excluding treasury Shares and subsidiary holdings) (ascertained as at the date of the passing of Resolution 10 above) at such price(s) up to the Maximum Price (as defined in Resolution 8 above) and will empower the Directors of the Company to do all acts necessary to give effect to the Share Purchase Mandate (as defined in Resolution 10 above). This authority will, unless revoked or varied by the Company at a general meeting, expire on the date on which the next annual general meeting of the Company is held, or the day by which the next annual general meeting of the Company is required by law to be held, or the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier. Detailed information on the Shares Purchase Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial impact on the Company's financial position, is set out in the Company's Appendix to shareholders dated 12 April 2023.
4. The **Ordinary Resolution 11** proposed in item 11 above, if passed, will authorise the Directors of the Company to offer and grant awards and to allot and issue new ordinary shares in the capital of the Company ("**Shares**") pursuant to the "Enviro-Hub Share Award Scheme 2022" ("**2022 Scheme**"), the details of the 2022 Scheme and a summary of the rules of which are set out in the Company's Appendix to shareholders dated 6 April 2022 (which was approved at the Extraordinary General Meeting of the Company held on 28 April 2022), provided always that the aggregate number of Shares (comprising new Shares and/or treasury Shares) to be delivered pursuant to the 2022 Scheme, when added to the number of new Shares issued and issuable and the number of treasury Shares delivered in respect of all other share schemes or share plans of the Company (if any), shall not exceed fifteen per cent. (15%) of the total issued share capital of the Company (excluding treasury Shares and subsidiary holdings) from time to time. This authority shall, unless revoked or varied by the Company in a general meeting, 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.

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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 3 Gul Crescent, Singapore 629519; or electronically via email to info@enviro-hub.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.