

PROCURRI CORPORATION LIMITED
(Company Registration No.: 201306969W)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Procurri Corporation Limited (the “**Company**”) will be convened and held by electronic means on Wednesday, 11 January 2023 at 10.00 a.m. (Singapore time), to transact the following business for the purposes of considering, and if thought fit, passing with or without modifications, the following resolution which will be proposed as Ordinary Resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 21,000,000 NEW SHARES IN PROCURRI PURSUANT TO THE PROCURRI PLACEMENT

That:

- (1) the allotment and issuance of up to 21,000,000 new ordinary shares in the capital of the Company (“**Shares**”) in the Company (“**Procurri Placement Shares**”) for the purposes of a placement of the Procurri Placement Shares in the manner outlined in the circular to Shareholders dated 27 December 2022 (the “**Circular**”), be approved and authorised, such authority being sought pursuant to Section 161 of the Companies Act 1967 and Rules 805(1) and 811(3) of the listing manual of the Singapore Exchange Securities Trading Limited; and
- (2) any director of the Company (each a “**Director**”, and collectively the “**Directors**”) be severally authorised to do all such things and execute all documents as they may consider necessary or expedient to give effect to this Ordinary Resolution as they may deem fit.

ORDINARY RESOLUTION 2

THE PROPOSED SHARE PURCHASE MANDATE

That:

- (A) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued and fully paid-up Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) an on-market purchase (“**On-Market Purchase**”) transacted through the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and/or
 - (ii) an off-market purchase (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme (as defined in Section 76C of the Companies Act 1967 (the “**Companies Act**”)) as may be determined or formulated by the Directors as they consider it fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the listing manual of the SGX-ST (the “**Listing Manual**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(B) unless varied or revoked by an ordinary resolution of shareholders of 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 passing of this Resolution and expiring on:

- (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (c) 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 earliest;

(C) in this Resolution:

“**Prescribed Limit**” means the number (subject to any proportionate adjustments as may result from any capital subdivision and/or consolidation of the Company) of issued Shares representing 10 per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings as defined in the Listing Manual) of the Company 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 related brokerage, commission, clearance fees, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five Market Days (as defined in the Listing Manual) on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring during such five Market Days period and the date of the On-Market Purchase by the Company; and
- (ii) in the case of an Off-Market Purchase, 20 per cent. (20%) above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and

(D) the Directors and each 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 expedient or necessary to give effect to the transactions contemplated by this Resolution.

ORDINARY RESOLUTION 3

THE PROPOSED ADDITIONAL DIRECTORS' EMOLUMENTS

That the payment of additional Directors' emoluments in the form of up to 9,000,000 share awards granted under and in accordance with the provisions of the Procurri Corporation Performance Share Plan, which will be paid in the manner outlined in the Circular, such Directors' emoluments being in addition to the Directors' fees already approved by Shareholders at the Annual General Meeting of the Company held on 26 April 2022, be approved and authorised.

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary

27 December 2022

Singapore

Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings of Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice has been made available on the SGX-ST's as well as the Company's websites at the URLs stated below. Printed copies of this Notice of EGM, Proxy Form and related documents will not be despatched to members.

SGX's website : <https://www.sgx.com/securities/company-announcements>
Company's website : https://investor.procurri.com/sgx_announcements.html

2. Alternative arrangements relating to:
 - (a) attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream);
 - (b) submission of questions to the Chairman of the EGM in advance of, or "live" through the audio-visual webcast platform at, the EGM; and
 - (c) voting at the EGM (a) "live" by the member or his/its duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means or (b) by appointing the Chairman of the EGM as proxy to vote on the member's behalf at the EGM.

In order to do so, shareholders must follow these steps:-

Pre-Registration for "live" audio-visual webcast and "live" audio-only feed

- Shareholders who wish to watch the "live" audio-visual webcast or listen to the "live" audio-only feed of the EGM must pre-register by **10.00 a.m. on 8 January 2023**, at the URL <https://conveneagm.sg/ProcurriEGM2022>; for the Company to authenticate their status as Shareholders.
 - Authenticated Shareholders will receive email instructions on how to access the "live" audio-visual webcast and "live" audio-only feed of the EGM proceedings by **5.00 p.m. on 9 January 2023**.
 - Shareholders who do not receive an email by **5.00 p.m. on 9 January 2023**, but have registered by **10.00 a.m. on 8 January 2023**, may contact Tricor Barbinder Share Registration Services at SG.IS.Enquiry@sg.tricorglobal.com or +65 6236 3550/3555.
 - Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, 2001) and wish to watch the "live" audio-visual webcast or listen to the "live" audio-only feed of the EGM must approach their respective depository agents to pre-register by **5.00 p.m. on 30 December 2022** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.
3. To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the EGM. A member who wishes to exercise his/its voting rights at the EGM may:
 - (a) (where the member is an individual) vote "live" via electronic means at the EGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on his/its behalf; or
 - (b) (whether the member is an individual or a corporate) appoint the Chairman of the EGM as his/its proxy to vote on his/its behalf at the EGM.

The accompanying proxy form may be accessed at the Company's website at the URL https://investor.procurri.com/sgx_announcements.html and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

4. Members who pre-register to attend the EGM may ask questions relating to the resolutions to be tabled at the EGM for approval, "live" at the EGM, by submitting their questions through the live chat function via the platform.
 - Members may also submit questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM. Such questions must be submitted by **10.00 a.m. on 3 January 2023** in the following manner:-

- via the pre-registration website at the URL: <https://conveneagm.sg/ProcurriEGM2022>;
 - in hard copy by post to reach the Company at 29 Tai Seng Avenue, #01-01, Natural Cool Lifestyle Hub, Singapore 534119; or
 - by email to IR@procurri.com.
- Shareholders submitting questions by post or email should **download, complete and sign the prescribed question form** from the Company's website at the URL https://investor.procurri.com/sgx_announcements.html, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. Questions submitted by post are sent at the shareholder's own risk. **All questions must be received by the Company by the time and date stated above to be treated as valid.**
 - The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM via SGXNET and on its corporate website by **6 January 2023**.
 - The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.
5. (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning given to it in Section 181 of the Companies Act 1967.

6. A proxy need not be a member of the Company.
7. The instrument appointing a proxy(ies) of the EGM must be submitted in the following manner:
- (a) if submitted by post, be lodged with the Company's Share Registrar at 80 Robinson Road #11-02 Singapore 068898; or
 - (b) if submitted electronically, via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com,

in either case, by **10.00 a.m. on 8 January 2023**, being no later than 72 hours before the time fixed for the EGM.

A member who wishes to submit an instrument of proxy can do so via post or email and must first download, print, complete and sign the proxy form, before either submitting it by post to the address provided above, or by scanning and sending it to the email address provided above. **Instruments of proxy submitted by post are sent at the member's own risk. All instruments of proxy must be received by the Company by the time and date stated above to be treated as valid.**

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the pre-registration website at the URL <https://conveneagm.sg/ProcurriEGM2022>.

8. Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors:
- (a) may vote "live" via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 30 December 2022**, being 7 working days before the date of the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 proxy(ies) 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, listing rules, take-over rules, regulations and/ or guidelines (the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers) the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (c) 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 warranty.