

# MULTI WATER HOLDINGS LTD.

UEN: 201723246Z

(Incorporated in the Republic of Singapore)

## NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of MULTI WATER HOLDINGS LTD. (the “**Company**”) will be convened and held by way of electronic means on Friday, 27 August 2021 at 4.00 p.m. (Singapore time) for the following purposes:

### AS ORDINARY BUSINESS

#### **Resolution 1 – Receipt and Adopt Audited Financial Statements ended 31 December 2020**

To receive and adopt the Directors’ Statement and the audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditor’s Report thereto.

#### **Resolution 2 – Approval of Directors’ fees**

To approve payment of S\$80,000 as Directors’ fees for the year ended 31 December 2020.

#### **Resolution 3 – Re-appointment of Auditor and Authority to fix the auditor's remuneration**

To re-appoint KPMG LLP as auditor of the Company and to authorize the Directors to fix the auditor’s remuneration.

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

### AS SPECIAL BUSINESS

#### **Resolution 4 – General Share Issue Mandate**

To consider and if thought fit, to pass the following resolution, with or without any modifications, as an Ordinary Resolution:

“THAT pursuant to section 161 of the Companies Act (Chapter 50) of Singapore (the “**Companies Act**”), the Directors be authorized and empowered to:

- (a) (1) issue ordinary shares in the Company whether by way of rights, bonus or otherwise; and/or
- (2) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into ordinary shares; and
- (b) issue ordinary shares in pursuance of any Instrument made or granted by the Directors while such authority was in force (notwithstanding that the authority conferred by members may have ceased to be in force);

Provided that:

- (1) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Constitution for the time being of the Company, and

- (2) unless revoked or varied by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to this Resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held; or
  - (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
  - (iii) in the case of ordinary shares to be issued in pursuance of the instruments, made or granted pursuant to this Resolution until the issuance of such ordinary shares in accordance with the terms of the instruments.”

#### **Resolution 5 – Authority to Issue Shares Pursuant to Employees Share Incentive Scheme**

To consider and if thought fit, to pass the following resolution, with or without any modifications, as an Ordinary Resolution:

“THAT the Directors of the Company be and are hereby authorized to grant awards in accordance with the provisions of Hyfluxshop Employees’ Share Incentive Scheme (“**Hyfluxshop ESIS**”) and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of awards under the Hyfluxshop ESIS.”

#### **Resolution 6 – Authority to Issue Preference Shares**

To consider and if thought fit, to pass the following resolution, with or without any modifications, as an Ordinary Resolution:

“THAT:

- (a) authority be and is hereby given for the Directors to:
- (1) allot and issue preference shares referred to in Regulation 13 of the Constitution of the Company in the share capital of the Company whether by way of rights, bonus or otherwise; and/or
  - (2) make or grant offers, agreements or options that might or would require preference shares referred to in sub-paragraph (1) above to be issued, not being ordinary shares to which the authority referred to in Resolution 4 above relates. 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 (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue preference shares referred to in sub-paragraph (1) above in pursuance of any offers, agreements or options made or granted by the Directors while this Resolution was in force; and
- (b) unless revoked or varied by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to this Resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held; or
  - (ii) the date by which the next annual general meeting of the Company is required by law to be held.

BY ORDER OF THE BOARD

Chiang Chai Foong  
Company Secretary

Singapore, 12 August 2021

**EXPLANATORY NOTES:**

- (1) Ordinary Resolution 4, if passed, the Directors of the Company will be empowered from the date of this meeting until the date of the next annual general meeting, the date by which the next annual general meeting is required by law to be held or until the issuance of such ordinary shares in accordance with the terms of the instruments, unless previously varied or revoked by the Company in a general meeting, whichever is the earliest, to issue new ordinary shares, make or grant instruments convertible into ordinary shares and to issue new ordinary shares pursuant to such instruments.
- (2) Ordinary Resolution 5, if passed, the Directors of the Company will be empowered to grant awards in accordance with the provisions of the Employees' Share Incentive Scheme and to allot and issue shares pursuant to the vesting of awards.
- (3) Ordinary Resolution 6, if passed, the Directors of the Company will be empowered from the date of this 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, unless such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue new preference shares and/or make or grant offers, agreements or options that might or would require such preference shares to be issued.

**IMPORTANT NOTES FOR MEMBERS**

The Third Annual General Meeting of the Company ("**AGM**") will be held by way of electronic means pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"). The Order provide company with option to conduct general meetings by electronic means even where the company is permitted under the COVID-19 safe distancing regulations to hold physical meetings, to help minimize physical interactions and COVID-19 transmission risks.

Documents relating to the business of the AGM

[Printed copies of this Notice of AGM, the Proxy Form and the audited financial statements for financial year ended 31 December 2020 will NOT be sent to members.] All documents (including the audited financial statements ended 31 December 2020, the Proxy Form and this Notice of AGM) have been, or will be published on the Company's website at <https://www.elomart.com/corporate-news>.

No physical attendance

Due to the current COVID-19 situation in Singapore, the AGM will be held by way of electronic means and members will not be able to attend the AGM in person. The proceedings of the AGM will be broadcasted via live audio-visual webcast or live audio-only stream. Members and investors holding shares in the Company through the Central Provident Fund (“CPF”) or Supplementary Retirement Scheme (“SRS”) (“**CPF/SRS Investors**”) who wish to follow the proceedings must pre-register at <https://www.elomart.com/corporate-news> (“**Pre-registration Website**”) by **4.00 p.m. on Tuesday, 24 August 2021** (“**Registration Deadline**”)

Upon successful registration, members and CPF/SRS Investors will receive an email confirmation with access link, ID and password details to access the live webcast and audio-only stream of the AGM proceedings. Members and CPF/SRS Investors who do not receive any email **by 9.00 a.m. on 26 August 2021**, but have registered by the Registration Deadline, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. by telephone at +65 6536 5355 from Monday to Friday between 9.00 a.m. and 4.00 p.m. or by email at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com).

Investors who hold shares through relevant intermediaries as defined in section 181 of the Companies Act (Chapter 50) of Singapore (“**Investors**”) (other than CPF/SRS Investors) will not be able to pre-register at the Pre-registration Website for the “live” broadcast of the AGM. An Investor (other than CPF/SRS Investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and identification number) to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower Singapore or via email to [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com) no later than **4.00 p.m. on Tuesday, 24 August 2021**.

#### Voting by proxy

Due to the current COVID-19 situation in Singapore, members will not be able to attend the AGM in person. Members (whether individual or body corporate) **must appoint the Chairman of the AGM as their proxy** to exercise their voting right at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company. The proxy form may be accessed on the Company’s website at <https://www.elomart.com/corporate-news>. Where a member (whether individual or body 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 proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

The duly executed proxy form must be submitted to the Company in the following manner by **4.00 p.m. on Tuesday, 24 August 2021**, not less than 72 hours before the time appointed for holding the AGM:

- (a) If submitted by post, must be deposited with the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
- (b) If submitted electronically, be sent by email to [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com)

A member who wishes to submit the Proxy Form must first download, complete with specific voting instruction and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it as an attachment by electronic means to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. CPF/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 voting instructions by **5.00 p.m. on Wednesday, 18 August 2021**, being seven (7) working days before the date of the AGM.

#### Submission of questions

Members and Investors will not be able to ask questions during the “live” broadcast of the AGM. Members and CPF/SRS Investors may submit questions related to the resolutions to be tabled for approval at the AGM via pre-registration website before **4.00 p.m. on 20 August 2021** (the “**Submission Deadline**”).

The Company will endeavor to substantial and relevant questions (as may be determined by the Company in its sole discretion) prior to, or at, the AGM.

Investors (other than CPF/SRS Investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM before the Submission Deadline.

#### **Personal Data Privacy:**

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, 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 proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof); the processing of the pre-registration for purposes of granting access to members or their representative to attend the live webcast of the AGM proceedings and providing technical assistance where necessary; addressing relevant and substantial questions from members received before the date of the AGM and if necessary, following up with the relevant members in relation to such questions; the preparation and compilation of the attendance lists, proxy lists, 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, regulations and/or guidelines (collectively, the “**Purposes**”).

In the case of a member who is a relevant intermediary, by submitting an instrument containing personal data of individuals (including the consolidated list of Investors set out in Note 1 of this Notice of AGM), such member (i) warrants that it has obtained the prior consent of such individuals for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such individuals in connection with their participation in the broadcast of the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (and/or its agents or service providers) to comply with any applicable laws, regulations and/or guidelines, and (ii) 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.

**As the COVID-19 situation is still evolving, the Company will closely monitor the situation and reserves the right to take further measures or implement other arrangements for the AGM as appropriate based on the evolving COVID-19 situation or pursuant to any applicable laws, regulations, directives or guidelines from government agencies or regulatory authorities. Members are advised to regularly check the Company’s website for further updates on the status of the AGM.**