
NOTICE OF EXTRAORDINARY GENERAL MEETING

GRAND VENTURE TECHNOLOGY LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201222831E)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Grand Venture Technology Limited (the “**Company**”) will be held by way of electronic means on 23 November 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalised terms in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 1 November 2021 (the “**Circular**”).*

Shareholders should note that Resolutions 2, 3 and 4 as set out in this Notice are conditional upon the passing of Resolution 1 as a special resolution but not vice versa. This means that if Resolution 1 is not approved, all of Resolutions 2, 3 and 4 will not be duly approved as well.

RESOLUTION 1 (SPECIAL RESOLUTION)

THE PROPOSED TRANSFER OF LISTING OF THE COMPANY FROM THE CATALIST TO THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“**SGX-ST**”)

THAT:

- (a) approval be and is hereby given for the Company to transfer its listing from the Catalist to the Mainboard of the SGX-ST (the “**Proposed Transfer**”); and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Transfer) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Transfer.

RESOLUTION 2 (ORDINARY RESOLUTION)

THE PROPOSED ADOPTION OF THE NEW SHARE ISSUE MANDATE

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) Resolution 6 (Authority to allot and issue shares) under the heading “**Special Business**” referred to in the notice of annual general meeting dated 5 April 2021, which was approved by Shareholders at the annual general meeting of the Company held on 27 April 2021, be revoked in its entirety with effect from the date of transfer of the listing of the Company from Catalist to the Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”);
- (b) pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Mainboard Rules of the SGX-ST (“**Mainboard Rules**”), the Directors of the Company be authorised and empowered to:
 - (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

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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) 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 pursuant to Section 161 of the Act and Rule 806 of the Mainboard Rules; and
- (iii) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of such issuance of Shares,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings)(as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the percentage of total issued Shares shall be based on the total issued Shares (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; (ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Mainboard Rules; and (iii) any subsequent bonus issue, consolidation or sub-division of Shares. Adjustments in accordance to subparagraphs 2(i) and 2(ii) above 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 Mainboard Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be 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 3 (ORDINARY RESOLUTION)

THE PROPOSED AMENDMENTS TO THE EXISTING GVT EMPLOYEE SHARE OPTION SCHEME

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) the Proposed Amendments to the Existing GVT ESOS Rules (“**GVT ESOS Rules**”) as set out in Appendix A to the Circular be and are hereby adopted and approved;

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- (b) the Directors be and are hereby authorised to offer and grant options in accordance with the provisions of the modified GVT ESOS Rules and pursuant to Section 161 of the Act, to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the modified GVT ESOS Rules; and
- (c) the Directors of the Company and/or 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 and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

RESOLUTION 4 (ORDINARY RESOLUTION)

THE PROPOSED AMENDMENTS TO THE EXISTING GVT PERFORMANCE SHARE PLAN

THAT contingent upon the passing of Resolution 1 as a Special Resolution:

- (a) the Proposed Amendments to the Existing GVT PSP Rules (“**GVT PSP Rules**”) as set out in Appendix B to the Circular be and are hereby adopted and approved;
- (b) the Directors be and are hereby authorised to offer and grant awards in accordance with the provisions of the modified GVT PSP Rules and pursuant to Section 161 of the Act, to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the modified GVT PSP Rules; and
- (c) the Directors of the Company and/or 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 and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD
GRAND VENTURE TECHNOLOGY LIMITED

Lee Tiam Nam
Executive Chairman
1 November 2021