

NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on SGXNet and the Company's website via the following link: http://www.v2y.si/investor_relations. **A printed copy of this Notice will be despatched to members.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of V2Y Corporation Ltd. (the "Company") will be held at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2023 and the Directors' Statement and the Auditors' Report thereon. Ordinary Resolution 1
2. To approve the payment of Directors' fees in the amount of S\$174,157.53 for the financial year ending 31 December 2024, to be paid quarterly in arrears (FY2023: S\$172,000.00). Ordinary Resolution 2
3. To re-elect Ms Boey Souk-Tann pursuant to Regulation 108(1) of the Company's Constitution. [See Explanatory Note (i)] Ordinary Resolution 3
4. To re-elect Mr Seet Kah Wai (Xue Jiawei) pursuant to Regulation 107 of the Company's Constitution. [See Explanatory Note (ii)] Ordinary Resolution 4
5. To re-appoint BDO LLP as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. Ordinary Resolution 5
6. To transact any other ordinary business which may properly be transacted at an AGM.

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SPECIAL BUSINESS

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

7. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 ("Companies Act") and Rule 806 of the Listing Manual - Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules")**

That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in 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 or 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 of the Company may in their absolute discretion deem fit;

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided always that:
 - (i) the aggregate number of shares (including shares to be issued pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

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- (ii) (subject to such calculation and adjustments 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 (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (A) new shares arising from the conversion or exercise of any convertible securities;
 - (B) new shares arising from exercising share options or vesting of share awards, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (C) any subsequent bonus issue, consolidation or subdivision of shares.
- (c) 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 of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)] Ordinary Resolution 6

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8. **Authority to issue shares under the V2Y Employee Share Option Scheme ("V2Y ESOS")**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing V2Y ESOS and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the V2Y ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y ESOS and V2Y Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

Ordinary Resolution 7

9. **Authority to issue shares under the V2Y Performance Share Plan ("V2Y PSP")**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the V2Y PSP and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the V2Y PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y PSP and V2Y ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

Ordinary Resolution 8

By Order of the Board

ONG SHEN CHIEH (WANG SHENGJIE)

Executive Director and Chief Executive Officer

Singapore

12 June 2024

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Explanatory Notes:

- (i) Ms Boey Souk-Tann will, upon re-election as a Director of the Company, remain as the Non-Executive and Independent Director of the Board, Chairman of the Nominating Committee as well as a member of the Audit Committee and Remuneration Committee. The Nominating Committee and the Board consider Ms Boey Souk-Tann to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.
- (ii) Mr Seet Kah Wai (Xue Jiawei) will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director of the Board, Chairman of the Audit Committee, as well as a member of the Nominating Committee and Remuneration Committee. The Nominating Committee and Board consider Mr Seet Kah Wai (Xue Jiawei) to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.
- (iii) Ordinary Resolution 6 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro rata* basis to Shareholders.

For the purposes of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) at the time this Ordinary Resolution 6 is passed after adjusting for 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 when this Ordinary Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iv) Ordinary Resolutions 7 and 8, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares pursuant to the exercise of Options and vesting of Awards under the V2Y ESOS and V2Y PSP, provided that the aggregate number of shares to be issued pursuant to the V2Y ESOS and V2Y PSP, when aggregated with the number of shares issued and issuable or transferred and to be transferred under any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

Notes:

Format of Meeting

- i. The AGM will be held, in a **wholly physical format**, at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. Shareholders, including investor holding shares through Supplementary Retirement Scheme ("**SRS Investor**") and duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually. Printed copies of this Notice of AGM and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at http://www.v2y.si/investor_relations and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Appointment of Proxy(ies)

- ii. A member of the Company (individual or SRS Investor) is able to participate at the AGM in person or appoint proxy(ies) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM conducted in person, if such member wishes to exercise his/her/its voting rights at the AGM.
- iii. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

- iv. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

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- v. This proxy form is not valid for use by investors holding shares in the Company (“Shares”) through Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (“Investors”) (including SRS 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 voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator to appoint the Chairman of the AGM to act as his/her proxy at least 7 working days before the date of the AGM to submit his/her vote.
- vi. The proxy form must be submitted to the Company in the following manner:
- (i) if sent personally or by post, be received at the registered office of the Company at 16 Raffles Quay, #17-03 Hong Leong Building Singapore 048581; or
 - (ii) if submitted by email, be received by the Company by email to AGMFY2023@v2y.sj.

in either case, by 2.00 p.m. on 25 June 2024, being not less than 72 hours before the time appointed for holding the AGM.

Members are strongly encouraged to submit completed proxy forms by email.

- vii. In the case of members of the Company whose Shares are entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001 of Singapore), the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
- viii. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised. Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

Submission of questions in advance of the AGM:

- ix. All members and Investors may submit substantial and relevant questions in advance relating to the business of the AGM by no later than 5.00 p.m. on 19 June 2024 by email to the Company at AGMFY2023@v2y.sj.
- For verification purposes, when submitting any questions by email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), contact number, NRIC/passport number/UEN, shareholding type and number of shares held).
- x. The Company will endeavour to answer all substantial and relevant questions received from shareholders by the above-stated timeline, after trading hours on 21 June 2024. Any relevant and substantial questions received after 19 June 2024 prior to the AGM shall be addressed during the AGM. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.
- xi. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM on SGXNet and on the Company's website, and the minutes will include the Company's responses to the substantial and relevant questions addressed during the AGM.

Access to Documents:

- xii. All documents (including the letter to Shareholders, Annual Report, proxy form, and this Notice of AGM) or information relating to the AGM have been, or will be, published on the Company's website at http://www.v2y.sj/investor_relations or accessed at the SGX website at the following link: <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by (a) completing and submitting the Request Form sent to them by post, or (b) sending the Request Form via email to AGMFY2023@v2y.sj and stating their full name, mailing address, telephone or mobile number, and the manner in which you hold shares by 5.00 p.m. on 20 June 2024.

Personal Data Privacy:

By submitting the proxy form appointing proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member 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 proxy(ies) for 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 (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.