

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of ASIA VETS HOLDINGS LTD. (the “Company”) will be held by way of electronic means on Monday, 25 April 2022 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021, together with the Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Tan Tong Guan, a Director of the Company who is retiring pursuant to Regulation 95 of the Constitution of the Company and who, being eligible, offers himself for re-election, as a Director of the Company. **(Resolution 2)**
[See Explanatory Note (i)]
3. To re-elect Mr Kim Seah Teck Kim, a Director of the Company who is retiring pursuant to Regulation 95 of the Constitution of the Company and who, being eligible, offers himself for re-election, as a Director of the Company. **(Resolution 3)**
[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of S\$138,500 for the financial year ended 31 December 2021 (2020: S\$138,500). **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP, Public Accountants and Chartered Accountants, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

7. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (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 and 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; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

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provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 the exercise of share options or vesting of share awards, provided the share options or share 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,and provided that adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and are outstanding or subsisting at the time of the passing of this Resolution;
- (3) 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 for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting by ordinary resolution, such authority shall continue in force (i) 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 or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

(Resolution 6)

[See Explanatory Note (iii)]

By Order of the Board

Siau Kuei Lian
Company Secretary
Singapore, 8 April 2022

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Explanatory Notes:

- (i) Mr Tan Tong Guan will, upon re-election as a Director of the Company, remain as the Executive Chairman and Chief Executive Officer of the Company. Please refer to pages 36 to 41 of the Report on Corporate Governance in the Annual Report 2021 for the detailed information of Mr Tan Tong Guan as required pursuant to Rule 720(5) of the Catalist Rules. Key information of Mr Tan Tong Guan can also be found under the sections entitled "Directors Profile" and "Directors' Statement" of the Annual Report 2021.
- (ii) Mr Kim Seah Teck Kim will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, the Chairman of the Nominating Committee as well as a member of the Audit Committee and the Remuneration Committee of the Company. Mr Kim Seah Teck Kim is considered independent by the Board of Directors of the Company pursuant to Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Kim Seah Teck Kim and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to pages 36 to 41 of the Report on Corporate Governance in the Annual Report 2021 for the detailed information of Mr Kim Seah Teck Kim as required pursuant to Rule 720(5) of the Catalist Rules. Key information of Mr Kim Seah Teck Kim can also be found under the section entitled "Directors Profile" of the Annual Report 2021.
- (iii) Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors of the Company, effective 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, or such authority is revoked or varied 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, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, or exercise of share options or vesting of share awards which were issued and are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

1. The Annual General Meeting of the Company to be held on Monday, 25 April 2022 at 3.00 p.m. (the "**AGM**") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM and the accompanying proxy form for the AGM will not be sent to members of the Company. Instead, this Notice of AGM and the accompanying proxy form for the AGM will be sent to members of the Company by electronic means via publication on (i) the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <http://asiavets.com/investor-relations/>.
2. Alternative arrangements for the AGM relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast ("**LIVE WEBCAST**") or "live" audio-only stream ("**LIVE AUDIO STREAM**")), submission of questions in advance of the AGM, addressing of substantial and relevant questions 48 hours prior to the closing date and time for the lodgement of the proxy forms and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 8 April 2022 (the "**Announcement**"), which has been published together with this Notice of AGM on the same day. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM in respect of the AGM.
3. As a precautionary measure due to the current COVID-19 situation in Singapore, a member of the Company will not be able to attend the AGM in person. Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) entitled to vote at the AGM must appoint the Chairman of the Meeting to act as proxy and direct the vote at the AGM. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be deposited at 21 Bukit Batok Crescent, #29-84 Wcega Tower, Singapore 658065 by post or via email to general@asiavets.com, in either case, by 3.00 p.m. on 22 April 2022 (being not less than 72 hours before the time appointed for holding the AGM).

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6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised, failing which the instrument of proxy may be treated as invalid. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must, if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
7. An investor who holds shares under the Supplementary Retirement Scheme (“**SRS Investor**”) and wishes to appoint the Chairman of the Meeting as proxy should approach his/her respective SRS Operators to submit his/her votes at least 7 working days before the AGM (i.e. by 5.00 p.m. on 12 April 2022).
8. This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Catalist Rules.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

* A Relevant Intermediary is:

- (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; or
- (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 Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the pre-registration to observe the proceedings of the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, 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 following purposes:

- (i) processing and administration and analysis by the Company (or its agents or service providers) of the instruments appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or LIVE AUDIO STREAM to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

ASIA VETS HOLDINGS LTD.

(Company Registration No. 201003501R)
(Incorporated in the Republic of Singapore)

PROXY FORM FOR ANNUAL GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Annual General Meeting of the Company to be held on Monday, 25 April 2022, 3.00 p.m. (the "AGM") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of AGM and this accompanying proxy form for the AGM ("Proxy Form") will not be sent to members of the Company. Instead, the Notice of AGM and this Proxy Form will be sent to members of the Company by electronic means via publication on (i) the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <http://asiavets.com/investor-relations/>.
2. Alternative arrangements for the AGM relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions in advance of the AGM, addressing of substantial and relevant questions 48 hours prior to the closing date and time for the lodgement of the Proxy Forms and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying announcement by the Company dated 8 April 2022 (the "Announcement"), which has been published together with the Notice of AGM on the same day. For the avoidance of doubt, the Announcement is circulated together with and forms part of the Notice of AGM in respect of the AGM.
3. As a precautionary measure due to the current COVID-19 situation in Singapore, a member of the Company will not be able to attend the AGM in person. Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (whether individual or corporate and including a Relevant Intermediary) entitled to vote at the AGM must appoint the Chairman of the Meeting to act as proxy and direct the vote at the AGM.

*I/We, _____ (Name) _____ (NRIC/Passport No.)

Of _____

being a *member/members of Asia Vets Holdings Ltd. (the "Company"), hereby appoint the Chairman of the Annual General Meeting of the Company (the "AGM") as *my/our proxy to vote for *me/us on *my/our behalf at the AGM to be held by way of electronic means on Monday, 25 April 2022 at 3.00 p.m. and at any adjournment thereof.

*I/We direct the Chairman of the Meeting, being *my/our proxy, to vote for or against, or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the appointment of the Chairman of the Meeting as *my/our proxy will be treated as invalid.

All Resolutions put to the vote at the AGM shall be decided by way of poll.

No.	Resolutions relating to:	No. of votes 'For'***	No. of votes 'Against'***	No. of votes 'Abstain'***
1	Adoption of the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021, together with the Auditor's Report thereon			
2	Re-election of Mr Tan Tong Guan as a Director of the Company			
3	Re-election of Mr Kim Seah Teck Kim as a Director of the Company			
4	Approval of the payment of Directors' fees amounting to S\$138,500 for the financial year ended 31 December 2021			
5	Re-appointment of Messrs Ernst & Young LLP as Auditors of the Company and authority to the Directors of the Company to fix their remuneration			
6	Authority to issue shares in the capital of the Company			

* Delete as appropriate

** If you wish the Chairman of the Meeting as your proxy to exercise all your votes 'For' or 'Against' or 'Abstain' from voting a resolution, please tick (✓) within the box provided in respect of that resolution. Alternatively, please indicate the number of votes as appropriate in the relevant box provided in respect of that resolution. If you mark the abstain box for a particular resolution, you are directing the Chairman of the Meeting as your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2022

Total No. of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Member(s)
and/or Common Seal of Corporate Member

Notes:

1. Please insert the total number of shares in the capital of the Company (“Shares”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the Shares held by you.
2. As a precautionary measure due to the current COVID-19 situation in Singapore, a member of the Company will not be able to attend the AGM in person. Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) entitled to vote at the AGM must appoint the Chairman of the Meeting to act as proxy and direct the vote at the AGM. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be deposited at 21 Bukit Batok Crescent, #29-84 Wcega Tower, Singapore 658065 by post or via email to general@asiavets.com, in either case, by 3.00 p.m. on 22 April 2022 (being not less than seventy-two (72) hours before the time appointed for holding the AGM).
5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised, failing which the instrument of proxy may be treated as invalid. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must, if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
6. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
7. This Proxy Form is not valid for use by an investor who holds shares under the Supplementary Retirement Scheme (“SRS Investor”) and shall be ineffective for all intents and purposes if used or purported to be used by him/her. A SRS Investor who wishes to appoint the Chairman of the Meeting as proxy should approach his/her respective SRS Operators to submit his/her votes at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on 12 April 2022).

* A Relevant Intermediary is:

- (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; or
- (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 Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

General:

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if the member of the Company, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 8 April 2022.