



# 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 at YMCA @ One Orchard, 1 Orchard Road, Singapore 238824 on Wednesday, 26 April 2023 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 2022, together with the Independent Auditor’s Report thereon.  
**(Resolution 1)**
2. To re-elect Ms Tan Geok Moey, a Director of the Company who is retiring pursuant to Regulation 95 of the Constitution of the Company and who, being eligible, offers herself for re-election, as a Director of the Company.  
**(Resolution 2)**  
*[See Explanatory Note (i)]*
3. To re-elect Mr Henry Tan Song Kok, 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\$145,911 for the financial year ended 31 December 2022 (2021: 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 Catalyst (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, 11 April 2023



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## Explanatory Notes:

- (i) Ms Tan Geok Meoy will, upon re-election as a Director of the Company, remain as the Non-Independent and Non-Executive Director of the Company, a member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company. Ms Tan Geok Meoy is considered non-independent by the Board of Directors of the Company pursuant to 704(7) of the Catalist Rules. Please refer to pages 57 to 65 of the Report on Corporate Governance in the Annual Report 2022 for the detailed information of Ms Tan Geok Meoy as required pursuant to Rule 720(5) of the Catalist Rules. Key information of Ms Tan Geok Meoy can also be found under the sections entitled "Directors Profile" and "Directors' Statement" of the Annual Report 2022.
- (ii) Mr Henry Tan Song Kok will, upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, the Chairman of the Audit Committee as well as a member of the Nominating Committee and the Remuneration Committee of the Company. Mr Henry Tan Song Kok 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 Henry Tan Song Kok 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 57 to 65 of the Report on Corporate Governance in the Annual Report 2022 for the detailed information of Mr Henry Tan Song Kok as required pursuant to Rule 720(5) of the Catalist Rules. Key information of Mr Henry Tan Song Kok can also be found under the section entitled "Directors Profile" of the Annual Report 2022.
- (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 will be held, in a wholly physical format at YMCA @ One Orchard, 1 Orchard Road, Singapore 238824, on Wednesday, 26 April 2023 at 3:00 p.m. (the "**AGM**") 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. **There will be no option for members to participate virtually.** Printed copies of documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 December 2022 as well as this Notice of AGM and the accompanying proxy form for the AGM will not be sent to members of the Company. Instead, such documents will be sent to members of the Company solely 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. If a member wishes to submit questions related to the resolutions tabled for approval at the AGM, prior to the AGM, all questions must be submitted by no later than 9:00 a.m. on 19 April 2023 through any of the following means:
  - (a) by email to [general@asiavets.com](mailto:general@asiavets.com); or
  - (b) by post and lodging the same at the registered office of the Company at 21 Bukit Batok Crescent, #29-84 Wcega Tower, Singapore 658065.

and provide the following particulars, for verification purpose:

- full name as it appears on his/her/its CDP and/or SRS share records;
- NRIC/Passport/UEN number;
- contact number and email address; and
- the manner in which you hold in the Company (e.g. via CDP and/or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Alternatively, member may also ask question during the AGM.



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3. The Company will endeavour to address all substantial and relevant questions received from shareholders by 21 April 2023, 3:00 p.m., being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form, via SGX-ST's website and the Company's corporate website. The Company will also address any subsequent clarifications sought or follow-up questions during the AGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the Management of the Company shall thereafter be published 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/>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM. The minutes will include the responses to substantial and relevant questions received from shareholders which are addressed during the AGM.
4. A member of the Company (other than a Relevant Intermediary\*) entitled to attend, speak and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies or Chairman to attend, speak and vote in his/her/its stead at the AGM of the Company. A proxy need not be a member of the Company.
5. Where a member of the Company (other than a Relevant Intermediary\*) appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing the proxies.
6. A member who is a Relevant Intermediary\* may appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified).

\* 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.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
  8. The completed proxy form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:
    - (a) by email to [general@asiavets.com](mailto:general@asiavets.com); or
    - (b) by depositing a hard copy by post at the registered office of the Company at 21 Bukit Batok Crescent, #29-84 Wcega Tower, Singapore 658065.

in either case, by no later than 3:00 p.m. on 23 April 2023 (being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the proxy form for the AGM shall not be treated as valid.

9. An investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investor**") may attend and cast his/her vote(s) at the AGM. SRS Investors who wish to appoint the Chairman of the AGM 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 14 April 2023).
10. 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 Leong Huey Miin, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.



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## PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM of the Company in accordance with this Notice, a member of the Company (i) 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 proxies and representatives appointed 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, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (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, (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, and (iv) 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.

# 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 Wednesday, 26 April 2023, 3:00 p.m. is being convened, and will be held at YMCA @ One Orchard, 1 Orchard Road, Singapore 238824. There will be no option for members to participate virtually. 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. An investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investor**") may attend and cast his/her vote(s) at the AGM in person. SRS Investors who wish to appoint the Chairman of the AGM 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 14 April 2023).
3. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. Please read the notes to the proxy form.

\*I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration No.)  
Of \_\_\_\_\_ (Address)  
being a \*member/members of Asia Vets Holdings Ltd. (the "**Company**"), hereby appoint:-

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

\*and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing \*him/her/them, the Chairman of the Annual General Meeting of the Company (the "**AGM**") as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the AGM to be held at YMCA @ One Orchard, 1 Orchard Road, Singapore 238824 on Wednesday, 26 April 2023, 3:00 p.m. and at any adjournment thereof.

\*I/We direct the \*my/our \*proxy/proxies, 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 \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion.

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 2022, together with the Independent Auditor's Report thereon			
2	Re-election of Ms Tan Geok Moey as a Director of the Company			
3	Re-election of Mr Henry Tan Song Kok as a Director of the Company			
4	Approval of the payment of Directors' fees amounting to S\$145,911 for the financial year ended 31 December 2022			
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 your proxy/proxies 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. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deems fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the AGM.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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. A member of the Company (other than a Relevant Intermediary\*) entitled to attend, speak and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies or Chairman to attend, speak and vote in his/her/its stead at the AGM of the Company. A proxy need not be a member of the Company.
3. Where a member of the Company (other than a Relevant Intermediary\*) appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing the proxies.
4. A member who is a Relevant Intermediary\* may appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified).

\* 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.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
  6. The completed proxy form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:
    - (a) by email to [general@asiavets.com](mailto:general@asiavets.com);
    - (b) by depositing a hard copy by post at the registered office of the Company at 21 Bukit Batok Crescent, #29-84 Wcega Tower, Singapore 658065.in either case, by no later than 3:00 p.m. on 23 April 2023 (being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the proxy form for the AGM shall not be treated as valid.
  7. An investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investor**") may attend and cast his/her vote(s) at the AGM. SRS Investors who wish to appoint the Chairman of the AGM 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 14 April 2023).

**General:**

The Company shall be entitled to reject the instrument appointing proxy(ies) 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 proxy(ies). In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing proxy(ies) 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 a proxy(ies) or 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 11 April 2023.