



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Mercurius Capital Investment Limited (the “**Company**”) will be held by way of electronic means (via LIVE WEBCAST and/or AUDIO ONLY MEANS) on Monday, 26 April 2021 at 4:00 p.m., to transact the following business:

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 2020 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Chieng You Ping who is retiring pursuant to Article 95(2) of the Company’s Constitution, as a Director of the Company. **(Resolution 2)**
[See Explanatory Note (i)]
3. To re-elect Mr. Chew Hai Chiene Hester Arthur (“**Mr. Hester Chew**”) who is retiring pursuant to Article 95(2) of the Company’s Constitution, as a Director of the Company. **(Resolution 3)**
[See Explanatory Note (ii)]
4. To approve the payment of Director’s fees of S\$112,500 to Mr. Hester Chew for the period from 25 July 2020 to 31 July 2021 comprising:
 - (i) S\$75,150, for the period from 25 July 2020 to 31 March 2021, to be paid by allotting and issuing 1,670,000 new ordinary shares in the capital of the Company at S\$0.045 per share; and
 - (ii) S\$37,350, for the period from 1 April 2021 to 31 July 2021, to be paid in cash;

and to grant the authority to allot and issue shares in the capital of the Company in relation to such payment.

The issue price of S\$0.045, which was agreed upon pursuant to arm’s length negotiations between Mr. Hester Chew and the Company, represents (a) a discount of 8.16% to the volume weighted average price of S\$0.049, based on the trades done on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 4 November 2019 (being the last full market day prior to the signing of the supplemental letter to Mr. Hester Chew’s service agreement, pursuant to which the issue price was fixed); (b) a premium of 14.50% to the volume weighted average price of S\$0.0393, based on the trades done on SGX-ST on 31 March 2021 (being the last day of the period in respect of Mr. Hester Chew’s fees in which the proposed issue of shares relate to); and (c) a discount of 26.23% to the volume weighted average price of S\$0.061, based on trades done on the SGX-ST on 5 April 2021 (being the last full market day prior to the date of announcement of the proposed issue of new ordinary shares to Mr. Hester Chew).

(Resolution 4)

[See Explanatory Note (iii)]



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5. To re-appoint Messrs Nexia TS Public Accounting Corporation as Independent 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 be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions, with or without modifications:

7. Authority to allot and issue shares in the capital of the Company
- (a) "That pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Companies Act**"), the Company's Constitution, and Rule 806 of the SGX-ST Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**"), authority be and is hereby given to the directors of the Company ("**Directors**") to:
- (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, the "**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 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 Instruments made or granted by the Directors while this Resolution is in force, provided that:
- (i) 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 one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 the existing 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 in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the



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purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) shall 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 of passing of this Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Resolution;
 - (b) (where applicable) new Shares arising from the exercise of share options or vesting of awards outstanding or subsisting at the time of passing of this Resolution, provided that such share options or share awards (as the case may be) were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares;
- (iii) 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), all applicable legal requirements under the Companies Act and the Constitution of the Company; and
- (d) unless previously revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company, or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (iv)]

(Resolution 6)

By Order of the Board

Chang Wei Lu
Executive Chairman and Chief Executive Officer
9 April 2021

Singapore



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Explanatory Notes:

- (i) Mr. Chieng You Ping will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Director, and a member of the Audit Committee, Nominating Committee and Remuneration Committee. Detailed information on Mr. Chieng You Ping is found in the Company's annual report 2020 in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement". The Board of Directors considers Mr. Chieng You Ping to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- (ii) Mr. Hester Chew will, upon re-election as a Director of the Company, remain as the Lead Independent Non-Executive Director, Chairman of the Audit Committee and a member of the Nominating Committee. Detailed information on Mr. Hester Chew is found in the Company's annual report 2020 in the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement". The Board of Directors considers Mr. Hester Chew to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- (iii) Pursuant to the service agreement of Mr. Hester Chew and the recommendation of the Remuneration Committee, the Company had agreed to, subject to, Shareholders' approval and the receipt of the listing and quotation notice from the SGX-ST, allot 1,670,000 ordinary shares at S\$0.045 as payment for his director fees of S\$75,150 for the period from 25 July 2020 to 31 March 2021 (the "**Director's Shares**") and the remaining S\$37,350 for the period from 1 April 2021 to 31 July 2021 to be paid in cash.

The Board is of the opinion that as of the date of this announcement, after taking into consideration the Group's present bank facilities, the working capital available to the Group may be insufficient to meet its present requirements. As such, the Company is proposing the issue of the Director's Shares to conserve its cash resources. Mr. Hester Chew owns 2,500,000 Shares approximately 0.19% of the total issued share capital of the Company and has abstained from participating in the discussions of and making of recommendations in respect of the issuance of the Director's Shares, and will abstain from voting on this resolution.

The Company will, through its sponsor, be applying to the SGX-ST for the listing of and quotation of the Director's Shares. The Company will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST. Please also refer to Company's announcement dated 7 April 2021 in relation to the proposed issue of shares to Mr. Hester Chew.

- (iv) Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors from the date of the AGM until the conclusion of the next AGM of the Company, or by the date which the next AGM of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares and to make or grant instruments (such as warrants and debentures) 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 in the capital of the Company (excluding treasury shares and subsidiary holdings, if any), of which up to fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), may be issued other than on a *pro-rata* basis to the shareholders of the Company.

NOTES:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM of the Company to be held on Monday, 26 April 2021 at 4:00 p.m. (the "**Meeting**") are set out in the Company's announcement dated 9 April 2021 (the "**Announcement**"), which has been uploaded together with this Notice of AGM on SGXNet and the Company's website on the same day. The Announcement and this Notice of AGM may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.mercuriuscapital.com/investor-relation.html>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM in respect of the Meeting.



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In particular, the Meeting will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the Meeting through a "live" webcast ("LIVE WEBCAST") via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed ("AUDIO ONLY MEANS") via telephone. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 4:00 p.m. on 23 April 2021 (being not less than seventy-two (72) hours before the time appointed for holding the Meeting), at the URL <https://www.bigmarker.com/AAP/MCIL-AGM-2021-Shareholder-Registration>, for the Company to authenticate his/her/its status as member. **Please note that members of the Company may access the URL <https://www.bigmarker.com/AAP/MCIL-AGM-2021-Shareholder-Registration> for registration from 9 April 2021 onwards.**

Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the Meeting, by 12:00 p.m. on 25 April 2021.

A member of the Company who registers to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS may also submit questions related to the resolutions to be tabled for approval at the Meeting. To do so, all questions must be submitted by 4:00 p.m. on 23 April 2021 (being not less than seventy-two (72) hours before the time appointed for holding the Meeting) by email to agm@mercuriuscapital.com. The Board will endeavour to address all substantial and relevant questions prior to, or during the Meeting.

2. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. For CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company, the proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies and to submit their voting instructions no later than 4.00 p.m. on 15 April 2021 (being seven (7) working days before the AGM) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by 4:00 p.m. on 24 April 2021.

The proxy form for the Meeting is made available with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day and can be accessed at the Company's website at the URL <https://www.mercuriuscapital.com/investor-relation.html>.

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, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - a) if sent by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, attention to Mercurius AGM; or
 - b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

in either case, by 4:00 p.m. on 24 April 2021 (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

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



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5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on 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 its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
6. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, 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 (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as proxy).
7. The Annual Report for the financial year ended 31 December 2020 which was issued on 9 April 2021 can be accessed at SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <https://www.mercuriuscapital.com/investor-relation.html>.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the Meeting 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 by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (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 AUDIO ONLY MEANS to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) 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 Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.