



VARD HOLDINGS LIMITED
(Company Registration No.201012504K)
(Incorporated in Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Vard Holdings Limited (the “**Company**”) will be held by way of electronic means on Wednesday, 29 June 2022 at 4:00 p.m. for the purpose of transacting the following businesses:

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 Auditors’ Report thereon.
(Resolution 1)
2. To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorize the Directors of the Company to fix their remuneration.
(Resolution 2)
3. To transact any other ordinary business which may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESS

4. **Authority to issue shares**

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

That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors of the Company to issue shares in the Company to such person(s) at any time and on such terms and under such conditions and for such purposes as the Directors may in their absolute discretion deem fit, and that such authority shall remain in force until the conclusion of the Annual General Meeting commencing next after this date or the expiration of the period within which the next Annual General Meeting after this date is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)]

(Resolution 3)

By Order of the Board

Elizabeth Krishnan
Company Secretary
Singapore, 14 June 2022

Explanatory Notes:

- (i) The Ordinary Resolution 3 in item 4 above, if passed, will empower the Directors of the Company, from the date of the AGM of the Company 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the capital of the Company on such terms and under such conditions as the Directors deem fit.

NOTES:

1. General

This Annual General Meeting (“AGM”) will be held by 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. A shareholder will not be able to attend the AGM in person.

Alternative arrangements have been put in place to allow shareholders to participate in the AGM by (i) watching or listening to the AGM proceedings via a Live Webcast; (ii) submitting questions in advance of the AGM; and (iii) voting by proxy at the AGM.

2. Notice of AGM

A printed copy of the Notice of AGM has been sent to shareholders and is also made available on the Company’s website at the URL <https://www.vard.com/investor> and URL <https://conveneagm.sg/vardagm2022>.

3. Attendance at AGM

Attendance at the AGM will be via electronic means. Shareholders or their corporate representatives (in the case of a member which is a legal entity) will be able to participate in the AGM by accessing a live webcast or live audio feed. Shareholders who are interested to participate at the AGM are required to pre-register their interest at the URL <https://conveneagm.sg/vardagm2022> for verification purposes.

The Website will be open for pre-registration from 9:00 a.m. on Tuesday, 14 June 2022 and will close at 4:00 p.m. on Sunday, 26 June 2022. Following verification, an email will be sent to shareholders on or around 27 June 2022 via the e-mail address provided on pre-registration. If you have any queries on the Webcast, please email support@conveneagm.com or call the toll-free telephone number 800 852 3335.

4. Voting by proxy

Shareholders who wish to exercise their right to vote must submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf. Shareholders appointing the Chairman of the Meeting as proxy must give specific directions as to the manner of voting or abstentions from voting, in the proxy form, failing which, the appointment will be treated as invalid. The proxy form can be downloaded from the Company's website at the URL <https://www.vard.com/investor> and URL <https://conveneagm.sg/vardagm2022>.

The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner:-

- (a) if submitted in hard copy, the proxy form may be sent personally or by post and lodged with our Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712;
- (b) if submitted electronically via email, the proxy form must be sent to shareregistry@incorp.asia.

In either case, the proxy form must be received by the Share Registrar not less than 72 hours before the time appointed for the AGM.

Shareholders who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy, should approach their respective relevant intermediaries to submit their voting instructions in advance, in order to allow sufficient time for their respective relevant intermediaries to submit the proxy form to appoint the Chairman of the Meeting to vote on their behalf, by 4.00 p.m. on Sunday, 26 June 2022.

An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) and wishes to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the Meeting.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

5. Submission of questions in advance

Shareholders will not be able to ask questions during the AGM. Instead, shareholders may submit questions related to the resolutions to be tabled at the AGM, to URL <https://conveneagm.sg/vardagm2022> latest by 4.00 p.m. on Wednesday, 22 June 2022 or email to ir@vard.com. Answers to the questions will be uploaded on the same platform and/or provided by return email.

6. Financial Statements 2021

A copy of the audited Financial Statements for the financial year ended 31 December 2021 was despatched to shareholders on 14 June 2022.

Personal data privacy:

By (a) submitting a proxy form appointing the Chairman of the Meeting to vote at the AGM and/or any adjournment thereof or (b) submitting any question prior to the AGM in accordance with Note (5) or submitting the pre-registration form in accordance with Note (3) of this Notice, a member (i) consents to the collection, use and disclosure of his 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 proxy forms appointing the Chairman of the Meeting as proxy of the AGM (including any adjournment thereof) and the preparation and compilation of the pre-registration forms, 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, regulations and/or guidelines (collectively, the "Purposes"), and (ii) agrees that the Shareholder 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.