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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### SEVAK LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199304568R)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held by way of electronic means on Friday, 19<sup>th</sup> February 2021 at 11:30 AM, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

*(All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to shareholders of the Company dated 28 January 2021 (“Circular”).)*

**1. ORDINARY RESOLUTION 1 – THE PROPOSED NEW SHARE ISSUE MANDATE IN ACCORDANCE WITH SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 AND RULE 806(2)(a) OF SECTION B: RULES OF CATALIST OF THE LISTING MANUAL**

**Shareholders should note that the resolution relating to the New Share Issue Mandate is conditional upon the passing of the resolution relating to the Proposed Transfer. In the event that the resolution relating to the Proposed Transfer is not passed, the resolution relating to the New Share Issue Mandate will also not be passed.**

**Shareholders should note that in the event that Special Resolution 2 below is passed, this Ordinary Resolution 1 will not be passed.**

IT IS RESOLVED that subject to the passing of Special Resolution 1 below, and pursuant to Section 161 of the Companies Act, Chapter 50 (“**Companies Act**”) and Rule 806(2)(a) of the Listing Manual Section B: Rules of the Catalist of the SGX-ST (“**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:

- (a) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (b) 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) warrants, debentures, convertible securities or other instructions convertible into Shares;

at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this ordinary resolution, issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this ordinary resolution was in force, provided that:

- (c) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this ordinary resolution) to be issued pursuant to this ordinary resolution shall not exceed one hundred percent (100%) of the total number of Issued Shares (as calculated in accordance with sub-paragraph (d) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis shall not exceed fifty percent (50%) of the total number of Issued Shares;

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- (d) subject to such 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 (c) above, the total number 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 ordinary resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this ordinary resolution; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (e) in exercising the authority conferred by this ordinary resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution of the Company; and
- (f) unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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, whichever is earlier.

### **2. ORDINARY RESOLUTION 2 – THE PROPOSED ADOPTION OF THE SEVAK PSP**

IT IS RESOLVED that, subject to and contingent upon passing of Special Resolution 1:

- (a) the performance share plan to be known as the “Sevak Performance Share Plan 2021” (“**Sevak PSP**”), the rules of which have set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the Rules of the Sevak PSP, and the Directors of the Company be and are hereby authorized:
  - (i) to establish and administer the Sevak PSP;
  - (ii) to modify and/or amend the Sevak PSP from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the Sevak PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Sevak PSP;
  - (iii) to grant Awards in accordance with the rules of the Sevak PSP and to allot, issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be allotted, issued and/or delivered pursuant to the vesting of Awards under the Sevak PSP, provided that the aggregate number of Shares available under the Sevak PSP, when added to all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed thirty per cent. (30%) of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time;

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- (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Awards granted under the Sevak PSP; and
- (v) to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 2.

### **3. ORDINARY RESOLUTION 3 – THE PROPOSED PARTICIPATION BY DR MODI IN THE SEVAK PSP**

IT IS RESOLVED that, subject to and contingent upon passing of Ordinary Resolution 2 and Special Resolution 1, the participation of Dr Modi, a Controlling Shareholder of the Company, in the Sevak PSP be and is hereby approved.

### **4. ORDINARY RESOLUTION 4 – THE PROPOSED GRANT OF AWARDS TO DR MODI UNDER THE SEVAK PSP**

IT IS RESOLVED that, subject to and contingent upon passing of Ordinary Resolutions 2 and 3, and Special Resolution 1:

- (a) the proposed grant of Awards to Dr Modi, a Controlling Shareholder of the Company, pursuant to and in accordance with the rules of the Sevak PSP, be and is hereby approved:
  - (i) Date of Grant: Any time in the next twelve (12) months from the date of the EGM;
  - (ii) Number of Shares Comprised in the Award: 804,634 Shares<sup>(1)</sup> (comprising approximately 6.8% of the total number of issued Shares and approximately 24.95% of the aggregate number of Shares available under the Sevak PSP); and
  - (iii) Vesting Period of the Award<sup>(2)</sup>: Immediately after the grant.
- (b) the Directors of the Company and each of them be and are hereby authorized and empowered to do all such acts and things (including executing all such documents as may be required as they or he may consider expedient or necessary or in the interests of the Company) to give effect to this Resolution.

**Notes:**

- (1) The aggregate number of Shares to be awarded to Dr Modi are based on the achievement of certain predetermined performance conditions as determined by the Committee or otherwise in accordance with the rules of the Sevak PSP.
- (2) The Shares which are the subject of the Award to Dr Modi after the vesting period are based on performance conditions as determined by the Committee or otherwise in accordance with the rules of the Sevak PSP.

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5. **SPECIAL RESOLUTION 1 – THE PROPOSED TRANSFER FROM THE MAIN BOARD TO THE CATALIST**

IT IS RESOLVED that:

- (a) approval be and is hereby given for the Company to transfer its listing from the Singapore Exchange Securities Trading Limited Main Board to Catalist (“**Proposed Transfer**”); and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Transfer, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the Proposed Transfer.

6. **SPECIAL RESOLUTION 2 – THE PROPOSED NEW SHARE ISSUE MANDATE IN ACCORDANCE WITH SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 AND RULE 806(2)(b) OF SECTION B: RULES OF CATALIST OF THE LISTING MANUAL**

**Shareholders should note that the resolution relating to the New Share Issue Mandate is conditional upon the passing of the resolution relating to the Proposed Transfer. In the event that the resolution relating to the Proposed Transfer is not passed, the resolution relating to the New Share Issue Mandate will also not be passed.**

IT IS RESOLVED that subject to the passing of Special Resolution 1 above, and pursuant to Section 161 of the Companies Act and Rule 806(2)(b) of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (a) allot and issue Shares whether by way of rights, bonus or otherwise; and/or
- (b) make or grant 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) warrants, debentures, convertible securities or other instructions convertible into Shares;

at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this special resolution, issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this special resolution was in force, provided that:

- (c) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this special resolution) to be issued pursuant to this special resolution, whether on a *pro rata* or non *pro rata* basis, shall not exceed one hundred percent (100%) of the total number of Issued Shares (as calculated in accordance with sub-paragraph (d) below);

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- (d) subject to such 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 (c) above, the total number 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 special resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this special resolution; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (e) in exercising the authority conferred by this special resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution of the Company; and
- (f) unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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, whichever is earlier.

### **7. SPECIAL RESOLUTION 3 – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

IT IS RESOLVED that, subject to and contingent upon passing of Special Resolution 1:

- (a) the regulations contained in the Proposed New Constitution submitted to this meeting and, as set out in Appendix A of the Circular, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company and/or any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.

(See Explanatory Note)

By Order of the Board

Chada Anitha Reddy  
Non-Independent and Non-Executive Director

28 January 2021

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### Explanatory Notes:

Ordinary Resolution 1, if passed, will empower the Directors of the Company, effective 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 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 percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro rata basis shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

Special Resolution 2, if passed, will empower the Directors of the Company, effective 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 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 percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, whether on a *pro rata* or non *pro rata* basis.

### Notes:

1. The Extraordinary General Meeting ("**Meeting**" or "**EGM**") is being convened, and 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. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://www.sevaklimited.com/news.html>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

2. **Shareholders will not be able to attend the EGM in person**

3. **Participation at the EGM electronically**

Shareholders may participate at the EGM by:

- (a) observing and/or listening to the EGM proceedings via "live" audio-and-visual webcast via their mobile phones, tablets or computers or "live" audio-only stream via telephone;
- (b) submitting questions in advance of the EGM; and
- (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM.

**Details of the steps for pre-registration, pre-submission of questions and voting at the EGM are set out in detail below.**

4. **Pre-Registration**

Shareholders and CPF/SRS investors must pre-register at the preregistration website at <https://complete-corp.com/sevak-limited-egm/> from now till 11:30 AM on 16<sup>th</sup> February 2021 to enable the Company to verify their status as Shareholders.

Following the verification, authenticated persons will receive a confirmation email which will contain the instructions to access the "live" audio-and-visual webcast and a telephone number to access the "live" audio-only stream of the EGM proceedings.

Persons who do not receive the confirmation email by 11:30 AM on 18<sup>th</sup> February 2021, but have registered by 11:30 AM on 16<sup>th</sup> February 2021 should contact the Company at [sevak-egm@complete-corp.com](mailto:sevak-egm@complete-corp.com)

**Deadline to pre-register:** By 11:30 AM on 16<sup>th</sup> February 2021.

Investors holding Shares through relevant intermediaries (other than CPF/SRS investors) will not be able to pre-register at <https://complete-corp.com/sevak-limited-egm/> for the "live" broadcast of the EGM. Such investors who wish to participate in the "live" broadcast of the EGM should instead contact the relevant intermediary through which they hold such Shares as soon as possible, no later than 5.00 p.m. on 9<sup>th</sup> February 2021 (being 7 working days before the date of the EGM) in order to make the necessary arrangements for them to participate in the EGM.

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### 5. Pre-submission of questions

Shareholders will not be able to ask questions “live” at the EGM during the webcast or audio stream, and therefore it is important for Shareholders to pre-register and submit their questions in advance of the EGM.

Shareholders may submit questions relating to the business of the EGM in advance of the EGM, in the following manner:

- (a) via the pre-registration website at <https://complete-corp.com/sevak-limited-egm/>;
- (b) by email to [sevak-egm@complete-corp.com](mailto:sevak-egm@complete-corp.com); or
- (c) if submitted by post, be deposited at the office of Company’s electronic EGM service provider, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

Shareholders will need to identify themselves when posing questions by email or post by providing the following details:

- the Shareholder’s full name as it appears on the CDP/CPF/SRS share records;
- the Shareholder’s NRIC;
- the Shareholder’s contact number and email address; and
- the manner in which the shareholder holds his/her/its shares in the Company (e.g. via CDP, CPF 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. In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit questions by post, members are strongly encouraged to submit questions electronically via pre-registration website or email.

**Deadline to submit questions:** By 11:30 AM on 16<sup>th</sup> February 2021.

### 6. Appointment of Proxy, Proxy Form and voting at the EGM

A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying proxy form for the EGM may be accessed at the Company’s website at the URL <https://www.sevaklimited.com/news.html>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 5.00 p.m. on 9<sup>th</sup> February 2021) 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 the cut-off date.

Shareholders who wish to vote at the EGM must submit a proxy form to appoint the Chairman of the Meeting to cast votes on their behalf. The Chairman of the Meeting, as proxy, need not be a Member of the Company.

The instrument appointing the Chairman of the Meeting as proxy, which can be accessed at the SGX website at the link: <https://www.sgx.com/securities/company-announcements> or the Company’s website at the link <https://www.sevaklimited.com/news.html>, must be submitted to the Company in the following manner:

- (a) if electronically, be submitted via email at [sevak-egm@complete-corp.com](mailto:sevak-egm@complete-corp.com); or
- (b) if submitted by post, be deposited at the office of Company’s electronic EGM service provider, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903,

in either case, by no later than 11:30 AM on 17<sup>th</sup> February 2021, being 48 hours before the time fixed for the holding of the EGM. Shareholders who wish to submit an instrument of proxy must first download, complete and sign the Proxy Form, before scanning and sending it by email to the email address provided above.

**Deadline to submit Proxy Form:** By 11:30 AM on 17<sup>th</sup> February 2021.

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

7. Please note that Shareholders will not be able to vote through the live webcast and can only vote through the submission of proxy forms which are required to be submitted in accordance with the foregoing paragraphs.
8. The Company will answer all substantial and relevant questions during the EGM through the "live" audio-and-visual webcast or "live" audio-only stream or would publish the responses to all substantial and relevant questions on Company's website and on SGXNET prior to the EGM, depending upon the number of questions that company receives.
9. The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on Company's website and on SGXNET, and the minutes will include the responses to substantial and relevant questions referred to above.
10. All documents and information relating to the business of the Meeting (including the Circular, this Notice of Meeting and the instrument appointing a proxy) have been published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.sevaklimited.com/news.html>.

### **Personal data privacy:**

By submitting personal data to the Company (or its agents) or an instrument appointing the Chairman of the Meeting to attend, speak and vote at the Meeting and/or any adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines, and recording and transmitting images and voice recordings when broadcasting the proceedings of the Meeting through a live audio-visual webcast or live audio-only stream.