

OLIVE TREE ESTATES LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No.: 200713878D

NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 22 January 2025 issued by Olive Tree Estates Limited (the "**Circular**").*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Olive Tree Estates Limited (the "**Company**") will be convened and held at 114 Lavender Street #18-00, CT Hub 2, Singapore 338729 on Tuesday, 11 February 2025 at 10 am for the purpose of considering and, if thought fit, passing, with or without modifications the Ordinary Resolution set out below.

ORDINARY RESOLUTION – PROPOSED SALE OF THE COMPANY'S INTERESTS IN FIVE (5) JOINT-VENTURE REAL ESTATE DEVELOPMENT PROJECTS IN VIETNAM AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

RESOLVED THAT:

- (a) approval be and is hereby given for the proposed divestment by the Company of the Vietnamese Assets on the terms and subject to the conditions set out in the SPAs entered into between the Company and the Purchaser;
- (b) the Directors and each of them be and are hereby authorised and empowered to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution, including without limitation, to negotiate, sign, execute and deliver all documents (if required) in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Divestment be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Mr. Daniel Cuthbert Ee Hock Huat
Independent Non-Executive Chairman

Singapore
22 January 2025

NOTES:

1. Members may ask questions relating to the resolution to be tabled for approval at the EGM. Alternatively, members can submit their questions relating to the resolution in advance of the EGM in the following manner by 4 February 2025, 10 am:

- (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to the Company at agm@olivetreeestates.com.

When submitting the questions in advance of the EGM, members should provide the Company with the following details, for verification purposes:

- (i) Full Name;
- (ii) NRIC/Passport Number;
- (iii) Current Address;
- (iv) Contact Number; and
- (v) Number of Shares Held.

Please also indicate the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address substantial and relevant questions prior to or at the EGM. The responses to questions from members will be posted on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.olivetreeestates.com/> by 6 February 2025, or if answered during the EGM, will be included in the minutes of the EGM which will be published on SGX website and the Company's corporate website within one month after the date of the EGM.

Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

2. Members may attend, speak and vote at the EGM or appoint proxy or proxies to attend, speak and vote on their behalf at the EGM. A proxy need not be a member of the Company.
3. Where a member (whether individual or corporate) wishes to appoint a proxy or proxies to vote on his behalf at the EGM, he must give specific instructions as to voting, or abstentions from voting, in respect of the resolution set out in the Notice of EGM, failing which the appointment of proxy for that resolution will be treated as invalid.
4. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company at agm@olivetreeestates.com,

in either case, not less than seventy-two (72) hours before the time appointed for the EGM.

5. Where a member appoints more than one proxy, he should specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
6. A member who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

Except for a member who is a Relevant Intermediary (as defined below), a member entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead.

7. A "Relevant Intermediary" as defined under Section 181(6) of the Companies Act 1967 is:

- (a) a banking corporation licensed under the Banking Act 1970 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 under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
8. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
9. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
10. Printed copies of this Notice and Proxy Form will be sent to members. This Notice, Proxy Form and the Circular may be accessed on the Company's website at the URL <https://www.olivetreeestates.com/> and will also be made available on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>. Any Shareholder who wishes to request for a printed copy of the Circular should email their request to agm@olivetreeestates.com no later than 10 am on 4 February 2025 and provide: (a) their full name (for individuals) / company name (for corporates), (b) NRIC or Passport Number (for individuals) / Company Registration Number (for corporates), and (c) mailing address.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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, and (iii) 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.

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OLIVE TREE ESTATES LIMITED
 (Incorporated in the Republic of Singapore)
 (Company Registration Number: 200713878D)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
2. For CPF Investors/SRS Investors who have used their CPF/SRS monies to buy the Company's shares, this Proxy Form is not valid to use by CPF Investors/SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF Investors/SRS Investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

Personal Data
 By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of the Extraordinary General Meeting dated 22 January 2025.

I/We _____ (full name in capital letters)
 NRIC No. /Passport No. / Company Registration No. _____
 of _____
 (full address) being a member/members* of Olive Tree Estates Limited (the "**Company**"), hereby appoint:

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

and/or*

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

or failing him/her*, the Chairman of the Extraordinary General Meeting ("**EGM**" or the "**Meeting**"), as my/our* proxy/proxies* to attend and to vote for me/us* on my/our* behalf at the EGM of the Company to be held at 114 Lavender Street #18-00, CT Hub 2, Singapore 338729 on Tuesday, 11 February 2025 at 10 am and at any adjournment thereof.

All capitalised terms used in this Proxy Form which are not defined herein shall have the meanings ascribed to them in the circular dated 22 January 2025 to the shareholders of the Company ("**Circular**").

(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast 'For' or 'Against', or 'Abstain' the Ordinary Resolutions as set out in the Notice of EGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the EGM and at any adjournment thereof.)

Voting will be conducted by poll.

No.	ORDINARY BUSINESS (Ordinary Resolutions)	For	Against	Abstain
1	To approve the Proposed Divestment			

Dated this _____ day of _____ 2025.

Total Number of Shares Held in:	
(a) CDP Register	
(b) Register of Members	

 Signature(s) of member(s) or Common Seal

*Delete as appropriate

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of 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), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. This proxy form will be sent to shareholders together with the Notice of the EGM. It can also be accessed at the Company's website at the URL <https://www.olivetreeestates.com/>, and will also be made available on SGX's 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 proxy, he must give specific instructions as to voting, or abstentions from voting, in respect of the 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 voting instructions at least seven (7) working days prior to the date of the EGM, i.e. by 31 January 2025, 10 am.
3. A member of the Company who is not a relevant intermediary (as defined in Note 5 below) shall be entitled to appoint not more than two proxies to attend, speak and vote at the EGM in his stead.
4. A member of the Company who is a relevant intermediary (as defined in Note 5 below) is entitled to appoint more than two proxies to attend, speak and vote at the EGM in his stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him.
5. Pursuant to Section 181(6) of the Companies Act 1967, a "relevant intermediary" means:—
 - (a) a banking corporation licensed under the Banking Act 1970 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;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.
6. A proxy need not be a member of the Company. Where a member (other than a relevant intermediary) appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as alternate to the first named or at the Company's option to treat this proxy form as invalid.
7. This Proxy Form must be under the hand of the appointer or by his attorney duly authorised in writing. Where the member is a corporation, the instrument appointing the proxy or proxies must be executed under its seal or the hand of its attorney or duly authorised officer.
8. This Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company at agm@olivetreeestates.com,in either case, or not less than 72 hours before the time appointed for holding the EGM.
9. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
10. In the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 22 January 2025.

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