
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Nomad Technologies Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

PROPOSALS FOR

- (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF THE DIRECTORS AND
INDEPENDENT AUDITOR FOR THE YEAR ENDED 30 JUNE 2021,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR,
(4) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,
(5) EXTENSION OF ISSUANCE MANDATE
AND
NOTICE OF 2021 ANNUAL GENERAL MEETING**
-

A notice convening the 2021 Annual General Meeting (“**2021 AGM**”) of Nomad Technologies Holdings Limited to be held at No. 25, 25-1 & 25-3, Jalan MH3, Taman Muzaffar Heights, 75450 Ayer Keroh, Melaka, Malaysia on Thursday, 9 December 2021 at 11:00 a.m. is set out on pages 16 to 21 of this circular.

Whether or not you are able to attend the 2021 AGM, please complete and sign the enclosed form of proxy for use at the 2021 AGM in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the 2021 AGM (i.e. not later than 11:00 a.m. on Tuesday, 7 December 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2021 AGM if they so wish.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the GEM’s website at www.hkgem.com for at least seven days from the date of its publication. This circular will also be published on the Company’s website at www.nomad-holdings.com.

PRECAUTIONARY MEASURES FOR THE 2021 AGM

Please refer to the notice of 2021 AGM for measures being taken to try to prevent and control the spread of the Novel Coronavirus (“**COVID-19**”) at the 2021 AGM, including:

- compulsory body temperature checks
- compulsory wearing of a face mask for each attendee
- no provision of drinks, refreshments or souvenirs

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE THE 2021 AGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE COMPANY’S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE 2021 AGM ARRANGEMENTS.

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

The GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on the GEM are generally small and mid-sized companies, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on the GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2021 AGM”	the 2021 annual general meeting of the Company to be held at No. 25, 25-1 & 25-3, Jalan MH3, Taman Muzaffar Heights, 75450 Ayer Keroh, Melaka, Malaysia on Thursday, 9 December 2021 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2021 AGM which is set out on pages 16 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Nomad Technologies Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8645)
“Core Connected Persons”	has the meaning as defined in the GEM Listing Rules
“Close Associates”	has meaning defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Share Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuance Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the 2021 AGM as set out on pages 16 to 21 of this circular
“Latest Practicable Date”	24 September 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	9 December 2019, being the date of listing of Shares on the GEM
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 11 November 2019
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the 2021 AGM as set out on pages 16 to 21 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD

NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

Executive Directors:

Dato' Eric Tan Chwee Kuang

(Chairman of the Board and Chief Executive Officer)

Mr. Yu Decai

Independent Non-executive Directors:

Mr. Chen Youchun

Mr. Lim Peng Chuan Terence

Mr. Phua Cheng Sye Charles

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Unit B, 13/F, Winsan Tower

98 Thomson Road, Wanchai

Hong Kong

Head Office and Principal Place of

Business in Malaysia:

No. 25, 25-1 & 25-3, Jalan MH 3

Taman Muzaffar Heights

75450 Ayer Keroh

Melaka

Malaysia

30 September 2021

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND
INDEPENDENT AUDITOR FOR THE YEAR ENDED 30 JUNE 2021,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR,
(4) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,
(5) EXTENSION OF ISSUANCE MANDATE
AND
NOTICE OF 2021 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2021 AGM, to provide you with information regarding the (i) the adoption of audited consolidated financial statements and the reports of the Directors and independent auditor; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-

LETTER FROM THE BOARD

appointment of independent auditor of the Company; (iv) the granting of the general mandates to the Directors to issue and allot Shares and to repurchase Shares; (v) the granting of Extension Mandate to the Directors; and (vi) to seek your approval of the resolutions relating to these matters at the 2021 AGM.

2. RESOLUTION (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND INDEPENDENT AUDITOR FOR THE YEAR ENDED 30 JUNE 2021

The audited consolidated financial statements of the Company for the year ended 30 June 2021 together with reports of the Directors and independent auditor, are set out in the annual report of the Company for the year ended 30 June 2021 (the “**2021 Annual Report**”) which will be sent to the Shareholders on 30 September 2021. The 2021 Annual Report may then be viewed and downloaded from the Company’s website (www.nomad-holdings.com) and the Hong Kong Exchanges and Clearing Limited’s website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the audit committee of the Company the (“**Audit Committee**”).

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Executive Directors are Dato’ Eric Tan Chwee Kuang, and Mr. Yu Decai (“**Mr. Yu**”); and the Independent Non-executive Directors are Mr. Chen Youchun (“**Mr. Chen**”) Mr. Lim Peng Chuan Terence (“**Mr. Lim**”) and Mr. Phua Cheng Sye Charles (“**Mr. Phua**”).

Pursuant to Article 108(a) of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years. Accordingly, Mr. Lim and Mr. Phua shall retire at the 2021 AGM and being eligible, offer themselves for re-election.

Pursuant to Article 112 of the Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of members after his appointment and be subject to re-election at such meeting; and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Yu and Mr. Chen shall retire at the 2021 AGM and being eligible, offer themselves for re-election.

The nomination committee of the Company (“**Nomination Committee**”) held a meeting on 24 September 2021 to review the structure and composition of the Board, assess the independence of all Independent Non-executive Directors and consider the re-election of the retiring Directors, taking into account the qualifications, skills and experience, time commitment and contribution of the retiring Directors and with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy. Having considered the recommendation of the Nomination Committee, the Board recommends the re-election of the retiring Directors and considers that Mr. Chen, Mr. Lim and Mr. Phua are still independent in accordance with the

LETTER FROM THE BOARD

independence guidelines set out in Rule 5.09 of the GEM Listing Rules and will continue to bring independent judgment and valuable advice, in particular from the legal perspective, to the Board for its efficient and effective functioning and diversity.

In recommending Mr. Yu, Mr. Chen, Mr. Lim and Mr. Phua to stand for re-election as Directors, the Nomination Committee has taken into consideration the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Yu graduated from the Shanghai Institute of International Economic and Technical Education with a Bachelor's Degree in Management and holds the qualification as a qualified funds practitioner which was granted by the Asset Management Association of China. He has more than 10 years of experience in technologies, media and telecommunications sector investment, corporate strategic management, project management, investment business and funds management.
- (b) Mr. Chen graduated from the Southwest University of Political Science & Law in 2000 with a Bachelor's Degree in Laws and another Bachelor's Degree in Laws from the University of Northumbria in 2011. He also obtained a Master's Degree in Civil and Commercial Law from the Wuhan University in 2007 and a Doctor of Philosophy in International Law from the Southwest University of Political Science & Law in 2018.

Mr. Chen has more than 15 years in corporate finance, private equity, venture capitals, initial public offer listings, and mergers and acquisitions in China and Hong Kong.

- (c) Mr. Lim graduated with a Bachelor of Commerce Degree from the University of Western Australia in March 1995, and has been a member of the Certified Practising Accountants of Australia since 1 April 1999. He has more than 22 years of experience in corporate finance.
- (d) Mr. Phua, was admitted as advocate and solicitor in Singapore in 1995 and has over 24 years of legal practice experience in field of corporate and civil litigation.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors proposed for re-election at the 2021 AGM are set out in Appendix I to this circular.

4. RESOLUTION (3) RE-APPOINTMENT OF INDEPENDENT AUDITOR

Mazars CPA Limited will retire as the independent auditor of the Company at the 2021 AGM and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint Mazars CPA Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

5. RESOLUTION (4) GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Given that the general mandate granted to the Directors to repurchase Shares pursuant to the annual general meeting held on 9 December 2020 will lapse at the conclusion of the 2021 AGM, in order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution no. 4 of the

LETTER FROM THE BOARD

notice of the 2021 AGM, will be proposed at the 2021 AGM to approve the granting of the Share Repurchase Mandate to the Directors (i.e. a maximum of 60,000,000 Shares to be repurchased by the Company on the basis that the issued share capital of the Company remains 600,000,000 Shares from the Latest Practicable Date to the date of the 2021 AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Share Repurchase Mandate is set out in Appendix II to this circular to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate at the 2021 AGM.

6. RESOLUTION (5) GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Given that the general mandate granted to the Directors to issue Shares pursuant to the annual general meeting held on 9 December 2020 will lapse at the conclusion of the 2021 AGM, in order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution no. 5 of the notice of the 2021 AGM, will be proposed at the 2021 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of this resolution.

As at the Latest Practicable Date, a total of 600,000,000 shares were in issue. Subject to the passing of the proposed resolution granting the Issuance Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the 2021 AGM, the Company will be allowed under the Issuance Mandate to issue a maximum of 120,000,000 Shares. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the 2021 AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

7. RESOLUTION (6) GRANTING OF EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the Issuance Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the 2021 AGM to authorise the Directors to extend the Issuance Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Share Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Share Repurchase Mandate. The Issuance Mandate and the Share Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2021 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Cayman Companies Law or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

8. 2021 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2021 AGM is set out on pages 16 to 21 of this circular.

A form of proxy for use at the 2021 AGM is enclosed with this circular and such form of proxy is also published on the websites of GEM (www.hkgem.com) and the Company (www.nomad-holdings.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the 2021 AGM (i.e. not later than 11:00 a.m., on Tuesday, 7 December 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2021 AGM if you so wish.

9. VOTING AT THE 2021 ANNUAL GENERAL MEETING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2021 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2021 AGM will be made by the Company after the 2021 AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

10. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the re-appointment of independent auditor and the granting of the Share Repurchase Mandate, the Issuance Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2021 AGM.

11. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the 2021 AGM will be closed from Friday, 3 December 2021 to Thursday, 9 December 2021, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2021 AGM or any adjournment thereof, all transfers documents by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 2 December 2021.

LETTER FROM THE BOARD

12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

13. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

14. LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,

For and on behalf of the Board

Nomad Technologies Holdings Limited

Dato' Eric Tan Chwee Kuang

Executive Director, Chairman and Chief Executive Officer

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2021 ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the 2021 AGM.

(1) Mr. Yu Decai, Executive Director

Mr. Yu, aged 47, was appointed as an Executive Director of the Company on 21 July 2021. Mr. Yu is responsible for the overall business strategy and major business decision of the Group.

Mr. Yu graduated from the Shanghai Institute of International Economic and Technical Education with a Bachelor's Degree in Management and holds the qualification as a qualified funds practitioner which was granted by the Asset Management Association of China. He has more than 10 years of experience in technologies, media and telecommunications sector investment, corporate strategic management, project management, investment business and funds management.

Mr. Yu is a director of Hong Kong Worldtone Riches Fund Management Limited and has been appointed as the chairman of board of supervisors of Shenzhen Sunrise New Energy Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002256).

Mr. Yu has entered into a service agreement with the Company for an initial term commencing from 21 July 2021 and shall hold office until the 2021 annual general meeting of the Company, and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the Articles of Association and the requirements of the GEM Listing Rules at such time as may be required by the Board.

Pursuant to the letter of appointment, Mr. Yu is entitled to a remuneration of HK\$240,000 per annum, which may be reviewed annually after each year of service during the term of the letter of appointment at a rate to be determined by the Board on the recommendation of remuneration committee of the Company (the "**Remuneration Committee**"). Save for the said salary, Mr. Yu is not be entitled to any other emolument for holding his office as an Executive Director. During the financial year ended 30 June 2021, Mr. Yu did not entitle to any remuneration.

As at the Latest Practicable Date, Mr. Yu held a long position of 112,500,000 Shares representing 18.75% of the total issued Shares. Save as disclosed above, Mr. Yu (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

(2) Mr. Chen Youchun, Independent Non-executive Director

Mr. Chen, aged 45, was appointed as an Independent Non-executive Director on 5 July 2021. He is the chairman of the Remuneration Committee and a member of the Audit Committee.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2021 ANNUAL GENERAL MEETING

Mr. Chen graduated from the Southwest University of Political Science & Law in 2000 with a Bachelor's Degree in Laws and another Bachelor's Degree in Laws from the University of Northumbria in 2011. He also obtained a Master's Degree in Civil and Commercial Law from the Wuhan University in 2007 and a Doctor of Philosophy in International Law from the Southwest University of Political Science & Law in 2018. Mr. Chen has more than 15 years in corporate finance, private equity, venture capitals, initial public offer listings, and mergers and acquisitions in China and Hong Kong.

Mr. Chen is a foreign lawyer registered with the Law Society of Hong Kong and is a partner in the Shenzhen office of Junzejun Law Offices.

Mr. Chen has served as an independent non-executive director of Central Wealth Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 139) from October 2014 to October 2019, and Elegance Optical International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 907) from October 2017 to April 2019. Mr. Chen has been appointed as an independent non-executive director of China Tangshang Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 674) since December 2016 and an independent director of Nuode Investment Group Co. Ltd (a company listed on the Shanghai Stock Exchange, stock code: 600110) since February 2018.

Mr. Chen has entered into a letter of appointment with the Company for an initial term commencing from 5 July 2021 and shall hold office until the 2021 annual general meeting of the Company, and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the Articles of Association and the requirements of the GEM Listing Rules at such time as may be required by the Board.

Pursuant to the letter of appointment, Mr. Chen is entitled to a remuneration of HK\$180,000 per annum, which may be reviewed annually after each year of service during the term of the appointment at a rate to be determined by the Board on the recommendation of the Remuneration Committee. During the financial year ended 30 June 2021, Mr. Chen did not entitle to any remuneration.

As at the Latest Practicable Date, Mr. Chen did not have any interests or short positions in the shares, underlying shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO. Mr. Chen meets the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, Mr. Chen (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2021 ANNUAL GENERAL MEETING

(3) Mr. Lim Peng Chuan Terence, Independent Non-executive Director

Mr. Lim aged 51, was appointed as an Independent Non-executive Director on 11 November 2019. He is the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

Mr. Lim graduated with a Bachelor of Commerce Degree from the University of Western Australia in March 1995, and has been a member of the Certified Practising Accountants of Australia since 1 April 1999.

Mr. Lim has more than 22 years of experience in corporate finance. From 1994 to 1997, he started his career as an audit assistant at Ernst & Young, where he later served as an audit senior and was primarily responsible for the audit of companies in Singapore. In July 1997, he joined See Hup Seng Pte Ltd, a Singapore company primarily engaged in the business of corrosion prevention services for offshore and marine industry and construction industry as a business development manager, and was appointed as business development director in June 1998. During his position as business development director of the company, he oversaw the successful listing of SHS Holdings Ltd (formerly known as See Hup Seng Limited) on the Catalist Board of the Singapore Exchange Securities Trading Limited (“SGX-ST”) in November 1998 (SGX stock code: 566) and he had been an executive director of the said publicly listed company until September 2006. Since 2006, he has started his own business and co-founded Paliy Marine Engineering Pte Ltd., an exempted Singaporean private company primarily engaged in the business of building and repairing of ships, tankers and other ocean-going vessels.

Mr. Lim has entered into a letter of appointment with the Company for a term of three years commencing from 11 November 2019 which may be terminated by either party giving not less than one month’s written notice. Mr. Lim is subject to retirement by rotation and eligible for re-election at the annual general meeting pursuant to the Articles of Association and the requirements of the GEM Listing Rules at such time as may be required by the Board.

Mr. Lim’s remuneration for the financial year ended 30 June 2021 amounted to approximately RM95,000. Such remuneration will be reviewed annually at a rate to be determined by the Board on the recommendation of the Remuneration Committee.

As at the Latest Practicable Date, Mr. Lim did not have any interests or short positions in the shares, underlying shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO. Mr. Lim meets the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, Mr. Lim (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2021 ANNUAL GENERAL MEETING

(4) Mr. Phua Cheng Sye Charles, Independent Non-executive Director

Mr. Phua, aged 52, was appointed as an Independent Non-executive Director on 11 November 2019. He is the chairman of the Nomination Committee and a member of the Audit Committee.

Mr. Phua graduated with a Bachelor of Laws (Honours) Degree from the University of Sheffield in the United Kingdom in July 1993. In 1995, he was admitted as advocate and solicitor in Singapore. He has over 24 years of legal practice experience in the field of corporate and civil litigation, including working in Ms. Khatter Wong & Partners as a legal assistant. In 2000, he set up Legalworks Law Corporation, a barristers' chambers specialising in insurance litigation, which then merged with M/s Tan Kok Quan Partnership in 2007 where he served as a senior partner for six years. In 2014, he joined M/s ComLaw LLC as a director. Since May 2020, Mr. Phua has been appointed as a director of PKWA Law Practice LLC.

Mr. Phua has entered into a letter of appointment with the Company for a term of three years commencing from 11 November 2019 which may be terminated by either party giving not less than one month's written notice. Mr. Phua is subject to retirement by rotation and eligible for re-election at the annual general meeting pursuant to the Articles of Association and the requirements of the GEM Listing Rules at such time as may be required by the Board.

Mr. Phua's remuneration for the financial year ended 30 June 2021 amounted to approximately RM95,000. Such remuneration will be reviewed annually at a rate to be determined by the Board on the recommendation of the Remuneration Committee.

As at the Latest Practicable Date, Mr. Phua did not have any interests or short positions in the shares, underlying shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO. Mr. Phua meets the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, Mr. Phua (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Saved as disclosed herein, in relation to the re-election of the above retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (w) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2021 AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the 2021 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2021 AGM, i.e. being 600,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 60,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the 2021 AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares the Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are appropriate from time to time for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the GEM during each of the previous twelve months immediately before, and in the current month up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
September 2020	0.096	0.085
October 2020	0.099	0.086
November 2020	0.099	0.085
December 2020	0.135	0.088
January 2021	0.170	0.100
February 2021	0.164	0.121
March 2021	0.153	0.123
April 2021	0.140	0.110
May 2021	0.165	0.120
June 2021	0.280	0.145
July 2021	0.470	0.212
August 2021	0.495	0.340
September 2021 (up to the Latest Practicable Date)	0.445	0.370

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective Close Associates have any present intention to sell any of their Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any Core Connected Persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any of their Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Dato' Eric Tan Chwee Kuang and his spouse Ms. Kwong Shir Ling, being the controlling shareholders of the Company (as defined in the GEM Listing Rules), were interested in 337,500,000 Shares, representing 56.25% of the total issued share capital of the Company. In the event that the Directors exercise in full to repurchase Shares under the Share Repurchase Mandate, the shareholding of Dato' Eric Tan Chwee Kuang and Ms. Kwong Shir Ling would be increased to approximately 62.5% of the issued share capital of the Company.

As the shareholding of Dato' Eric Tan Chwee Kuang and Ms. Kwong Shir Ling in the Company is more than 50%, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Share Repurchase Mandate. Nevertheless, the Directors have no present intention to exercise the Share Repurchase Mandate and will not effect repurchase to such an extent which would result in the Company failing to comply with the GEM Listing Rules which requires a public float of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the GEM or otherwise).

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

Notice is hereby given that the 2021 Annual General Meeting (“**2021 AGM**”) of Nomad Technologies Holdings Limited (the “**Company**”) will be held at No. 25, 25-1 & 25-3, Jalan MH3, Taman Muzaffar Heights, 75450 Ayer Keroh, Melaka, Malaysia on Thursday, 9 December 2021 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the Directors and independent auditor for the year ended 30 June 2021.
2.
 - (a) To re-elect Mr. Yu Decai as an Executive Director.
 - (b) To re-elect Mr. Chen Youchun as an Independent Non-executive Director.
 - (c) To re-elect Mr. Lim Peng Chuan Terence as an Independent Non-executive Director.
 - (d) To re-elect Mr. Phua Cheng Sye Charles as an Independent Non-executive Director.
 - (e) To authorize the Board of Directors of the Company to fix the respective Directors’ remuneration.
3. To re-appoint Mazars CPA Limited as the independent auditor and to authorize the Board of Directors of the Company to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

NOTICE OF 2021 ANNUAL GENERAL MEETING

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF 2021 ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board

Nomad Technologies Holdings Limited

Dato’ Eric Tan Chwee Kuang

Executive Director, Chairman and Chief Executive Officer

Malaysia, 30 September 2021

As at the date of this notice, the Board comprises Dato’ Eric Tan Chwee Kuang and Mr. Yu Decai as Executive Directors and Mr. Chen Youchun, Mr. Lim Peng Chuan Terence and Mr. Phua Cheng Sye Charles as Independent Non-executive Directors.

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notes:

1. All the resolutions set out in this Notice shall be decided by poll.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Tuesday, 7 December 2021 (Hong Kong time) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's articles of association) (or its nominee(s))), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Tuesday, 7 December 2021) or the adjourned meeting (as the case may be).
5. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, 3 December 2021 to Thursday, 9 December 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2021 AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 2 December 2021.
6. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF 2021 ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE 2021 AGM

The holding of the 2021 AGM in order to comply with the GEM Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the novel coronavirus disease (the “COVID-19”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the 2021 AGM, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the 2021 AGM in person.

Not later than 48 hours before the time of the 2021 AGM

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the 2021 AGM by appointing the chairman of the 2021 AGM (the “Chairman”) as their proxy instead of attending the 2021 AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2021 AGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with this circular with the Company’s branch share registrar and transfer office in Hong Kong, whose address is stated below:

Computershare Hong Kong Investor Services Limited
17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
Website: www.computershare.com/hk/contact
HK Tel: (852) 2862 8555
Fax: (852) 2865 0990

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to the Company Secretary of the Company at Unit B, 13/F, Winsan Tower, 98 Thomson Road, Wanchai, Hong Kong and by email to contact@nomad-holdings.com. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

At the venue of the Meeting

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.1 degree Celsius or above.

NOTICE OF 2021 ANNUAL GENERAL MEETING

- (ii) Attendees are requested to observe good personal hygiene at all times at the 2021 AGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the 2021 AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the 2021 AGM venue. Please note that no masks will be provided at the 2021 AGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the 2021 AGM venue at the absolute discretion of the Company as permitted by law.