

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Amara Ballroom 2, Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539 on Friday, 25 April 2025 at 10.30 a.m. to transact the business as set out below.

This Notice has been made available on the Company's website at <https://www.amaraholdings.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice and Proxy Form will be despatched to the members.

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2024 together with the Directors' Statement and Independent Auditor's Report thereon.

(Resolution 1)

2. To declare a final tax exempt dividend of 0.5 cent per ordinary share for the year ended 31 December 2024.

(Resolution 2)

3. To re-elect Ms Ginney Lim May Ling as a Director retiring under Regulation 87 of the Constitution of the Company ⁽¹⁾.

(Resolution 3)

Ms Ginney Lim May Ling will, upon re-election as Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). She will also remain as the Lead Independent Director, the Chairman of the Remuneration Committee and a member of the Nominating Committee.

4. To re-elect Ms Ng Hsueh Ling as a Director retiring under Regulation 94 of the Constitution of the Company ⁽¹⁾.

(Resolution 4)

Ms Ng Hsueh Ling will, upon re-election as Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. She will also remain as a member of the Remuneration Committee.

5. To note the retirement of Mr Lawrence Mok Kwok Wah who is retiring under Regulation 87 of the Constitution of the Company.

Mr Lawrence Mok Kwok Wah will not seek re-election and will retire as a Director of the Company at the conclusion of the Annual General Meeting. Accordingly, Mr Mok will relinquish his position as a member of the Audit Committee and the Remuneration Committee at the conclusion of the Annual General Meeting.

6. To approve payment of Directors' Fees of \$252,801 for the year ended 31 December 2024 (2023: \$231,318).

(Resolution 5)

7. To re-appoint Messrs Deloitte & Touche LLP as Auditor of the Company and to authorise the Directors to fix its remuneration.

(Resolution 6)

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Ordinary Resolution (with or without amendments):

8. Authority to allot and issue shares

- (a) That, pursuant to Section 161 of the Companies Act 1967 ("Act"), and the listing rules of the SGX-ST, authority be and is hereby given to the Directors of the Company at any time upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

- (b) notwithstanding the authority conferred by the shareholders may have ceased to be in force, issue shares in pursuance of any Instruments made or granted by the Directors of the Company while the authority was in force,

provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings of the Company), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings of the Company), and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings of the Company) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings of the Company) at the time this resolution is passed, after adjusting for:

⁽¹⁾ Detailed information of the Directors seeking re-election can be found under the sections "Board of Directors", "Additional Information on Directors Seeking Re-Election" and "Financial Statements" (under the subsection "Directors' Statement") in the Annual Report 2024 of the Company.

NOTICE OF ANNUAL GENERAL MEETING

(aa) new shares arising from the conversion or exercise of convertible securities;

(bb) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(cc) any subsequent bonus issue, consolidation or subdivision of the Company's shares;

and adjustments in accordance with (aa) or (bb) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution;

(ii) in this resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST; and

(iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(Resolution 7)

(See Explanatory Note 1)

AS OTHER BUSINESS

9. To transact any other business that may be transacted at an Annual General Meeting.

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Annual General Meeting, a final tax exempt dividend of 0.5 cent per ordinary share, in respect of the year ended 31 December 2024 will be paid on 26 June 2025 to shareholders whose names appear in the Register of Members on 13 June 2025.

Accordingly, the Transfer Books and the Register of Members of the Company will be closed from 13 June 2025 after 5.00 p.m. to 14 June 2025, for the purpose of determining shareholders' entitlements to the proposed final dividend.

Registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, up to 5.00 p.m., on 13 June 2025 will be registered before entitlements to the final dividend are determined.

By Order of the Board

Susan Teo Geok Tin/Ngiam May Ling
Company Secretaries

Singapore
10 April 2025

EXPLANATORY NOTE 1:

The Ordinary Resolution in item 8, if passed, will enable the Directors of the Company from the date of the Annual General Meeting until the next Annual General Meeting to issue shares in the Company and to make or grant Instruments convertible into shares, and to issue shares in pursuance of such Instruments, up to a number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings of the Company), of which the number of shares issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings of the Company), for such purposes as they consider to be in the interests of the Company.

NOTES:

- The Annual General Meeting (the "Meeting") will be held physically at Amara Ballroom 2, Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539. **There will be no option for members to participate virtually.** This Notice, Proxy Form and the Annual Report 2024 will be made available to members by electronic means via publication on the Company's website at <https://www.amaraholdings.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice and Proxy Form will be despatched to the members.
- Members may participate in the Meeting by:
 - attending in person or by proxy;
 - raising questions relating to the resolutions to be tabled for approval at the Meeting, at the Meeting itself or submitting such questions in advance of the Meeting; and/or
 - voting (i) in person or (ii) through appointed proxy/ies.
- CPF and SRS investors may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointments as proxies.

NOTICE OF ANNUAL GENERAL MEETING

SUBMISSION OF PROXY FORMS

- (1) A member of the Company (other than a member who is a relevant intermediary as defined in Section 181 of the Act) entitled to attend, speak and vote at the Meeting is entitled to appoint not more than two proxies to attend, speak and vote on his behalf. Where such member appoints more than one proxy, the proportion of his shareholding to be represented by each proxy shall be specified in the proxy form.
- (2) A member of the Company who is a relevant intermediary as defined in Section 181 of the Act is entitled to appoint more than two proxies to attend, speak and vote at the Meeting.
- (3) A proxy or representative need not be a member of the Company.
- (4) The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or notarially certified or office copy thereof must be submitted in the following manner:
 - (i) If submitted by post, be sent to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (ii) If submitted electronically via email, be submitted to the Company's Share Registrar at Amara-AGM2025@boardroomlimited.com,
 in either case, by **10.30 a.m. on 22 April 2025**, being 72 hours before the time of the Meeting, and in default the instrument of proxy shall be treated as invalid.
- (5) The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.
- (6) CPF or SRS investors who wish (i) to be appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (ii) to appoint the Chairman of the Meeting as proxy to vote on their behalf, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 14 April 2025**.

QUESTIONS

- (1) Members, including CPF and SRS investors, may raise questions, if any, relating to the resolutions to be tabled for approval at the Meeting, at the Meeting itself or in advance of the Meeting. For members who would like to submit their questions in advance of the Meeting, they may do so in the following manner by **10.30 a.m. on 18 April 2025**:
 - (i) If submitted by post, be sent to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (ii) If submitted electronically via email, be submitted to the Company's Share Registrar at Amara-AGM2025@boardroomlimited.com.
- (2) Members submitting questions are required to provide their particulars as follows:
 - (i) Full name as per CDP/CPF/SRS account records;
 - (ii) National Registration Identity Card Number or Passport Number (for individuals) / Company Registration Number (for corporates); and
 - (iii) The manner in which the member holds shares in the Company (e.g., via CDP, CPF/SRS and/or scrip).
- (3) The Company will endeavour to address substantial and relevant questions received from members by **10.30 a.m. on 20 April 2025**. A summary of the questions and responses will be posted on the Company's website at <https://www.amaraholdings.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (4) The Company will, within one month after the date of the Meeting, publish the minutes of the Meeting on the Company's website at <https://www.amaraholdings.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements> and the minutes will include the responses to the substantial and relevant questions raised during the Meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 or service providers) for the purpose of processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (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.