

ANNICA HOLDINGS LIMITED

(Company Registration Number: 198304025N)

(Incorporated in the Republic of Singapore)

CIRCULAR PRINT COPY REQUEST FORM

14 August 2024

Dear Shareholders

We are pleased to enclose printed copies of the Notice of Extraordinary General Meeting and the Proxy Form for the upcoming Extraordinary General Meeting of Annica Holdings Limited (the “**Company**”) to be held at Galangal Room, Level 4, Village Katong Hotel, 25 Marine Parade, Singapore 449536 on 29 August 2024 at 9.30 a.m. (Singapore time).

From the date of this notification, our circular to shareholders of the Company dated 14 August 2024 (the “**Circular**”) will be available for download or online viewing from the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and at the Company’s corporate website at the URL: www.annica.com.sg. You will need an internet browser and PDF reader to view the Circular.

However, if you still wish to receive a printed copy of the Circular, please complete the Request Form below. This can be submitted either via email to egm2024@annica.com.sg or by post to the registered office of the Company at 40 Ubi Crescent #01-01, Singapore 408567, in each case, no later than 21 August 2024. A printed copy of the Circular will be mailed to you within five (5) working days upon receiving your request.

By completing, signing and submitting the Request Form to us, you agree and acknowledge that we and/or our service provider(s) may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully

For and on behalf of

Annica Holdings Limited

Sandra Liz Hon Ai Ling

Executive Director and Chief Executive Officer

CIRCULAR PRINT COPY REQUEST FORM

To: **Annica Holdings Limited**

40 Ubi Crescent

#01-01

Singapore 408567

Please send me a printed copy of the Circular for the Extraordinary General Meeting to be held on 29 August 2024.

Name of Shareholder(s): _____

NRIC/Passport Number(s)/Company Registration Number: _____

Mailing Address: _____

The manner in which you hold shares in the Company : CDP Securities Account

CPF/SRS Account

Physical Scrip

Signature(s): _____

Note: This request is only valid for the Circular for the Extraordinary General Meeting to be held on 29 August 2024. Incomplete or incorrectly completed forms will not be processed. I/We accept and agree to the personal data privacy terms as set out in the Notice of Extraordinary General Meeting dated 14 August 2024.

This page has been intentionally left blank.

ANNICA HOLDINGS LIMITED

(Company Registration Number: 198304025N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Annica Holdings Limited (the “**Company**”) will be held on 29 August 2024 at 9.30 a.m. (Singapore time) at Galangal Room, Level 4, Village Katong Hotel, 25 Marine Parade, Singapore 449536 for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

All capitalised terms in this Notice which are not defined herein shall have the same meanings as ascribed to them in the Company’s circular to shareholders dated 14 August 2024 (the “**Circular**”).

This Notice of EGM of the Company has been made available on SGXNET at: <https://www.sgx.com/securities/company-announcements>, and the Company’s corporate website at: <https://www.annica.com.sg>, and will in accordance with the Catalist Rules of the SGX-ST be sent to members of the Company. The Circular, this Notice of EGM and other associated documents of the Notice of EGM will also be made available on SGXNET and the Company’s corporate website. Physical copies of the Circular will not be posted to members.

ORDINARY RESOLUTION 1: THE PROPOSED DEBT CONVERSION

RESOLVED THAT:

- (a) pursuant to Rule 805(1) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) and Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”), approval be given to the directors of the Company (the “**Directors**”) to allot and issue 2,285,714,286 new ordinary shares in the capital of the Company (“**Shares**”) (“**Debt Conversion Shares**”) at the conversion price of S\$0.00105 per Debt Conversion Share (“**Conversion Price**”) to Ms. Sandra Liz Hon Ai Ling (“**Ms. Hon**”), Mr. Lim In Chong (“**Mr. Lim**”), Mr. Pek Seck Wei (“**Mr. Pek**”) and Mr. Mohamed Shafeii Bin Abdul Gaffoor (“**Mr. Shafeii**”) (collectively, the “**Creditors**”) in repayment of the total amount owing by the Company to the Creditors under the interest-free and unsecured cash advances amounting to an aggregate sum of S\$2,400,000, pursuant to and subject to the terms and conditions of the debt conversion agreement dated 8 July 2024 (the “**Debt Conversion Agreement**”) entered into between the Company and the Creditors (the “**Proposed Debt Conversion**”), provided that:
 - (i) the allotment and issuance of 1,047,619,048 Debt Conversion Shares to Ms. Hon pursuant to the Proposed Debt Conversion is subject to, and contingent upon, the passing of Ordinary Resolution 2; and
 - (ii) the allotment and issuance of 95,238,095 Debt Conversion Shares to Mr. Lim pursuant to the Proposed Debt Conversion is subject to, and contingent upon, the passing of Ordinary Resolution 3; and
- (b) the Directors be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the Proposed Debt Conversion, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Debt Conversion.

ORDINARY RESOLUTION 2: THE PROPOSED ALLOTMENT AND ISSUANCE OF 1,047,619,048 DEBT CONVERSION SHARES TO MS. SANDRA LIZ HON AI LING PURSUANT TO THE PROPOSED DEBT CONVERSION

That subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) pursuant to Rules 804, 805(1), 812 and 906 of the Catalist Rules and Section 161 of the Companies Act, approval and authority be given to the Directors to allot and issue 1,047,619,048 Debt Conversion Shares at the Conversion Price to Ms. Hon pursuant to the Proposed Debt Conversion, subject to the terms and conditions of the Debt Conversion Agreement; and
- (b) the Directors be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the proposed allotment and issuance of Debt Conversion Shares to Ms. Hon pursuant to the Proposed Debt Conversion, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to such proposed allotment and issuance.

ORDINARY RESOLUTION 3: THE PROPOSED ALLOTMENT AND ISSUANCE OF 95,238,095 DEBT CONVERSION SHARES TO MR. LIM IN CHONG PURSUANT TO THE PROPOSED DEBT CONVERSION

That subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) pursuant to Rules 804, 805(1), 812 and 906 of the Catalist Rules and Section 161 of the Companies Act, approval and authority be given to the Directors to allot and issue 95,238,095 Debt Conversion Shares at the Conversion Price to Mr. Lim pursuant to the Proposed Debt Conversion, subject to the terms and conditions of the Debt Conversion Agreement; and
- (b) the Directors be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the proposed allotment and issuance of Debt Conversion Shares to Mr. Lim pursuant to the Proposed Debt Conversion, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to such proposed allotment and issuance.

Inter-conditionality of Resolutions

Shareholders should note that Ordinary Resolution 2 and Ordinary Resolution 3 are conditional upon Ordinary Resolution 1. This means that if Ordinary Resolution 1 is not approved, Ordinary Resolution 2 and Ordinary Resolution 3 will not be deemed to be duly passed.

However, Ordinary Resolution 2 and Ordinary Resolution 3 are not inter-conditional. Shareholders should note that:

- (i) if Ordinary Resolution 1 and Ordinary Resolution 2 are approved but Ordinary Resolution 3 is not approved, the Company may proceed with the proposed allotment and issuance of Debt Conversion Shares to all the Creditors, other than Mr. Lim, pursuant to the Proposed Debt Conversion;
- (ii) if Ordinary Resolution 1 and Ordinary Resolution 3 are approved but Ordinary Resolution 2 is not approved, the Company may proceed with the proposed allotment and issuance of Debt Conversion Shares to all the Creditors, other than Ms. Hon, pursuant to the Proposed Debt Conversion; and
- (iii) if Ordinary Resolution 1 is approved but Ordinary Resolution 2 and Ordinary Resolution 3 are not approved, the Company may proceed with the proposed allotment and issuance of Debt Conversion Shares to all the Creditors, other than Ms. Hon and Mr. Lim, pursuant to the Proposed Debt Conversion.

Abstention from Voting

Ms. Hon will abstain, and will procure that her associates abstain, from voting on the Ordinary Resolution 1 and Ordinary Resolution 2 set out in the Notice of EGM in relation to the Proposed Debt Conversion and the proposed allotment and issuance of the Debt Conversion Shares to herself pursuant to the Proposed Debt Conversion respectively. The Company will disregard any votes cast by Ms. Hon and her associates in relation to Ordinary Resolution 1 and Ordinary Resolution 2.

Mr. Lim will abstain, and will procure that his associates abstain, from voting on the Ordinary Resolution 1 and Ordinary Resolution 3 set out in the Notice of EGM in relation to the Proposed Debt Conversion and the proposed allotment and issuance of the Debt Conversion Shares to himself pursuant to the Proposed Debt Conversion respectively. The Company will disregard any votes cast by Mr. Lim and his associates in relation to Ordinary Resolution 1 and Ordinary Resolution 3.

Ms. Hon and her associates, as well as Mr. Lim and his associates will also not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed Debt Conversion and the proposed allotment and issuance of the Debt Conversion Shares to Ms. Hon and Mr. Lim respectively.

For and on behalf of the Board of Directors of
Annica Holdings Limited

Sandra Liz Hon Ai Ling
Executive Director and Chief Executive Officer
14 August 2024

Explanatory Notes:

1. The EGM will be held in a wholly physical format. There will be no option for members to participate in the EGM proceedings by electronic means.
2. A member who is not a Relevant Intermediary as defined under Section 181(6) of the Companies Act is entitled to appoint more than two (2) proxies to participate in the EGM. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which a proxy has been appointed must be specified in the proxy form.
3. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to participate in the EGM. Where a Relevant Intermediary appoints more than two (2) proxies, the number and class of Shares in relation to which a proxy has been appointed must be specified in the proxy form. If no proportion is specified, the Company will treat the first named proxy as representing the entire number of Shares held by the member and any second named proxy as an alternate to the first named.
4. A proxy need not be a member of the Company.
5. The duly executed instrument appointing a proxy must be emailed to the Company at main@zicoholdings.com or sent by post to B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 not later than seventy-two (72) hours before the time set for the EGM.
6. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
7. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the EGM for the depositor to be entitled to attend and vote at the EGM.
8. Investors who have used their Central Provident Fund or Supplementary Retirement Scheme monies to buy Shares in the Company (the "**CPF Investors**" or "**SRS Investors**") may (a) vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators. CPF Investors and SRS Investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries and regarding their appointment as proxies; or (b) appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM 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 at 9.30 a.m. (Singapore time) on 26 August 2024.

9. All voting if carried out by proxy forms will be as stipulated above.
10. Members may raise questions at the EGM or submit questions related to the ordinary resolutions to be tabled for approval at the EGM, in advance of the EGM. Members who would like to submit questions in advance of the EGM may email them to the Company at main@zicoholdings.com or sent them by post to B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, in each case not later than 5.00 p.m. (Singapore time) on 21 August 2024 (“**Questions Submission Cut-Off Date**”).

Members submitting questions are requested to state: (a) their full name; (b) their identification/registration number; (c) contact telephone number; (d) email address; and (e) the manner in which they hold shares (if you hold shares directly, please provide your CDP account number, otherwise, please state if you hold your shares through the CPFIS or the SRS, or a relevant intermediary shareholder), failing which, the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the EGM. The responses to questions raised by members on or before the Questions Submission Cut-Off Date will be published on the SGXNet and the Company’s corporate website at the URL <http://www.annica.com.sg> by 9.30 a.m. (Singapore time) on 24 August 2024, being at least forty-eight (48) hours prior to the commencement period of the date and time for the lodgement of the Proxy Form. The Company will address any subsequent clarifications sought, or follow-up questions (relating to the resolutions to be tabled for approval at the EGM) received after the Questions Submission Cut-Off Date which have not already been addressed prior to the EGM during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

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 the 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 for the Company (or its agents or service providers) to comply with any applicable laws, listing 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.

*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

ANNICA HOLDINGS LIMITED

(Company Registration No. 198304025N)
(Incorporated in the Republic of Singapore)

EXTRAORDINARY GENERAL MEETING PROXY FORM

(you are advised to read the notes on the next page before completing this form)

IMPORTANT:

- For investors who have used their Central Provident Fund or Supplementary Retirement Scheme monies to buy Shares in the Company (the "CPF Investors" or "SRS Investors"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
- CPF or SRS investors may (a) vote at the EGM 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 and regarding their appointment as proxies; or (b) appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM 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 at 9.30 a.m. (Singapore time) on 26 August 2024.

I/We, _____ (Name)

_____ (NRIC/Passport No./ Company Registration No.)

of _____ (Address)

being a member/members of Annica Holdings Limited (the "Company") hereby appoint:

- the Chairman of the Extraordinary General Meeting of the Company (the "EGM"); or
- the individual(s) named below:

Name	Address	Email address	NRIC/Passport Number	Proportion of Shareholdings (%)	
				No. of Shares	(%)
and/or (delete as appropriate)					

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and at the EGM to be held on 29 August 2024 at 9.30 a.m. (Singapore time) at Galangal Room, Level 4, Village Katong Hotel, 25 Marine Parade, Singapore 449536 and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any item arising not summarised below, the proxy/proxies may vote or abstain from voting at his/their discretion.

	Number of Votes For	Number of Votes Against	Number of Votes Abstain
Ordinary Resolution 1 To approve the Proposed Debt Conversion			
Ordinary Resolution 2 To approve the proposed allotment and issuance of the Debt Conversion Shares to Ms. Sandra Liz Hon Ai Ling pursuant to the Proposed Debt Conversion			
Ordinary Resolution 3 To approve the proposed allotment and issuance of the Debt Conversion Shares to Mr. Lim In Chong pursuant to the Proposed Debt Conversion			

Notes:

- If the Chairman of the Meeting is appointed your proxy to vote, your proxy form must be directed, i.e., it must state how you wish for the Chairman to vote on each ordinary resolution, i.e., for, against or abstain. If your proxy form is not directed, it will be considered voided.
- If you wish to exercise all your votes "For", "Against" or "Abstain" in respect of a resolution proposed, please insert [x] within the relevant box provided. Alternatively, please indicate the number of Shares as appropriate.
- Please note that the short descriptions given above for each resolution proposed do not in any way reflect the intent and purpose of the Ordinary Resolutions. The short descriptions have been inserted for convenience only. Shareholders should read the Notice of EGM dated 14 August 2024 for the entire content of each Ordinary Resolution proposed and the Circular dated 14 August 2024 for the purpose and intent of the Ordinary Resolutions to be passed.

Dated this _____ day of _____ 2024.

Total Number of Shares held	
CDP Register	
Register of Members	

Signature(s) of Member(s) or, Common Seal
of Corporate Shareholder(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF



Notes:

1. For this EGM, members of the Company (including Relevant Intermediaries but excluding CPF Investors or SRS Investors) may vote using this Proxy Form. As explained in the notes to the Notice of EGM, a member is allowed to appoint not more than two (2) proxies, and a Relevant Intermediary is allowed to appoint more than two (2) proxies. If two (2) proxies or more are appointed (as applicable by a member or a Relevant Intermediary) the number and class of Shares in relation to which a proxy has been appointed must be specified in the Proxy Form. If no proportion is specified, the Company will treat the first named proxy as representing the entire number of Shares held by the member and any second named proxy as an alternate to the first named.
2. Please insert the total number of Shares held by you: (a) if you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number; (b) if you have Shares registered in your name in the Register of Members of the Company, you should insert that number; (c) if you have Shares entered against your name in the Depository Register and in the Register of Members of the Company, you should insert the aggregate of the number of Shares in the Depository Register and the Register of Members of the Company. If no number is inserted in this Proxy Form, the total number of Shares held by you will be the number inserted.
3. "Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy 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. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy(ies).
6. The duly executed instrument appointing a proxy must be emailed to the Company at main@zicoholdings.com or sent by post to B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 not later than seventy-two (72) hours before the time set for the EGM.
7. By submitting this Proxy Form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 14 August 2024.