

# ASIATIC GROUP (HOLDINGS) LIMITED

(Company Registration No: 200209290R)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Asiatic Group (Holdings) Limited (the “**Company**”) will be convened and held at Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 on Monday, 29 July 2024 at 10.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditors’ Report thereon.  

**(Resolution 1)**
2. To note the retirement of Mr. Tay Kah Chye in accordance with Regulation 103 of the Company’s Constitution.  
[See *Explanatory Note 1*]
3. To re-elect Mr. Koh Kew Siong as a Director of the Company, who is retiring pursuant to Regulation 107 of the Company’s Constitution.  
[See *Explanatory Note 2*]  

**(Resolution 2)**
4. To approve the payment of Directors’ fees of up to S\$108,330 for the financial year ending 31 March 2025, payable quarterly in arrears. (FY2024: S\$105,000).  

**(Resolution 3)**
5. To approve a one-time ex-gratia payment of S\$15,000 to the Independent Directors of the Company for the financial year ended 31 March 2024.  
[See *Explanatory Note 3*]  

**(Resolution 4)**
6. To re-appoint Messrs Foo Kon Tan LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.  

**(Resolution 5)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as ordinary resolution, with or without any modifications:

#### 8. **AUTHORITY TO ALLOT AND ISSUE SHARES**

That pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and subject to Rule 806 of Section B of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual: Rules of Catalist (“**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be allotted and issued, including but not limited to the creation and issue of (as well as adjustments to, provided that the adjustments do not give the holder a benefit that a shareholder does not receive) options, warrants, debentures, convertible securities or other instruments convertible into Shares,

at any time and upon such terms and conditions for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

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

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Ordinary Resolution) to be issued pursuant to this Ordinary Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting), the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.  
[See Explanatory Note 4] **(Resolution 6)**

By Order of the Board

Yoo Loo Ping  
Company Secretary

12 July 2024, Singapore

**Explanatory Notes:**

1. Pursuant to Rule 406(3)(d)(iv) of the Catalist Rules, Mr. Tay Kah Chye (“**Mr. Tay**”) will cease to be considered independent after the conclusion of the AGM. As part of the Board renewal process, Mr. Tay will be retiring and will not seek for re-election as a Director of the Company at the AGM. Following his retirement, Mr. Tay will contemporaneously relinquish his position as the Board Chairman, and a member of the Audit and Risk Committee, Nominating Committee and Remuneration Committee.
2. Mr. Koh Kew Siong (“**Mr. Koh**”), if re-elected, will remain as the Independent Director of the Company. Mr. Koh will also be appointed as the Chairman of the Remuneration Committee and Nominating Committee, and a member of the Audit and Risk Committee of the Company with effect from 30 July 2024. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules. His profile can be found under the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report.
3. The proposed one-time ex-gratia payment of S\$15,000 for financial year ended 31 March 2024 to the Independent Directors of the Company, namely Mr. Tay Kah Chye, Mr. Chia Soon Hin William and Mr. Yip Mun Foong James is as a token of appreciation and recognition of their contribution in the past years rendered to the Company and/or its subsidiaries as Independent Directors.
4. The Ordinary Resolution 6, proposed in item 8 above, if passed, will authorise and empower the Directors of the Company, from the date of the AGM effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make, and/or grant Instruments convertible into Shares, and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Ordinary Resolution, for such purposes as the Directors of the Company may consider would be in the interests of the Company, up to an amount not exceeding in aggregate one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders.

For the purpose of this Ordinary Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for (i) new Shares arising from the conversion or exercise of convertible securities; (ii) new Shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of Shares. The adjustments in accordance with (i) and (ii) above 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 passing of this Ordinary Resolution 6.

### **IMPORTANT NOTICE FOR SHAREHOLDERS:**

The Company's AGM is being convened, and will be held physically at Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 on Monday, 29 July 2024 at 10.30 a.m. There will be no option for shareholders to participate virtually.

The Notice of AGM, Proxy Form and the Annual Report 2024 request form ("**Request Form**") have been made available by electronic means via publication on Company's corporate website at the URL <https://www.asiatic.com.sg/> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will also be circulated by post to their registered address. The Notice of AGM will also be published in the print edition of The Business Times on 12 July 2024 (Friday).

The Annual Report 2024 may be accessed at the Company's corporate website at the URL <https://www.asiatic.com.sg/> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

Shareholders who wish to receive a printed copy of the Annual Report 2024 may do so by completing the Request Form and sending it to the Company by 22 July 2024 (Monday) through any of the following means:

- (i) via email to [agm@asiatic.com.sg](mailto:agm@asiatic.com.sg); or
- (ii) in hard copy by sending personally or by post and lodging the same at the Company's registered office at 65 Joo Koon Circle, Singapore 629078.

Shareholders should take note of the following arrangements for the AGM:

#### **(a) Participation in the AGM**

Shareholders, including CPF and SRS investors, may participate in the AGM by:

- (i) Attending the AGM in person;
- (ii) Submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or
- (iii) voting at the AGM by (i) themselves; or (ii) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the AGM by shareholders, are set out in notes (b) to (e) below.

#### **(b) Register in person to attend the AGM**

Shareholders, including CPF and SRS investors can attend the AGM in person.

To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

Investors who hold shares through a relevant intermediary (as defined in Section 181(6) of the Companies Act 1967 of Singapore ("**Act**") (the "**Relevant Intermediary**"), and who wish to attend the AGM should approach their Relevant Intermediary as soon as possible in order for the Relevant Intermediary to make the necessary arrangements for their attendance.

#### **(c) Asking Questions**

Shareholders, including CPF and SRS investors who have questions in relation to any agenda items in this Notice of AGM can ask questions during the AGM physically or can submit their questions to the Company in advance ("**Advanced Questions**"), by **19 July 2024 (Friday), 5.00 p.m.**, through any of the following means:

- (i) by email to [agm@asiatic.com.sg](mailto:agm@asiatic.com.sg); or
- (ii) by post, to be deposited at the Company's registered office at 65 Joo Koon Circle, Singapore 629078.

Shareholders, including CPF and SRS investors must identify themselves when posting questions through email or in hard copy by sending personally or by post, by providing the following details:

- (i) Full Name;
- (ii) Contact Telephone Number;
- (iii) Email Address; and
- (iv) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state if you hold your shares through CPF or SRS, or are a Relevant Intermediary shareholder).

The Company will address all substantial and relevant Advanced Questions through an announcement on the Company's corporate website at the URL <https://www.asiatic.com.sg/> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> by 24 July 2024 (Wednesday), 10.30 a.m.

Follow up questions which are submitted after 19 July 2024 (Friday), 5.00 p.m. will be consolidated and addressed either before the AGM via an announcement on SGX-ST website and the Company's website or at the AGM. The Company will publish the minutes of the AGM, which will include responses from the Board and management of the Company on the substantial and relevant questions received from Shareholders and investors via an announcement on SGX-ST website and the Company's website within one (1) month after the AGM.

(d) **Voting at the AGM**

*For CPF and SRS investors please refer to note (e) for the procedures to vote at the AGM.*

Shareholders will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A proxy need not be a shareholder of the Company.

A shareholder (other than Relevant Intermediary) of the Company entitled to attend and vote at the AGM of the Company is entitled to appoint up to two (2) proxies to attend and vote on his/her/its behalf. Where a shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A shareholder who is a Relevant Intermediary is entitled to appoint more than one (1) proxy to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than one (1) proxy, the appointments shall be invalid unless the shareholder specifies the number of Shares in relation to which each proxy has been appointed.

A person who holds shares in the Company through Relevant Intermediary (other than CPF and SRS investors), and who wishes to participate in the AGM should contact the Relevant Intermediary through which he/she holds such shares as soon as possible in order for the Relevant Intermediary to make the necessary arrangements to submit the proxy form to the Company not later than 26 July 2024 (Friday), 10.30 a.m. for them to participate in the AGM.

Duly completed Proxy Forms, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be submitted through any of the following means not later than **26 July 2024 (Friday), 10.30 a.m.** (being no later than 72 hours before the time appointed for holding the AGM) and in default the Proxy Form shall not be treated as valid:

- (i) by email, a copy to [agm@asiatic.com.sg](mailto:agm@asiatic.com.sg); or
- (ii) by post, be deposited at the Company's registered office at 65 Joo Koon Circle, Singapore 629078.

The Proxy Form has been posted to all shareholders and has also been made available on the Company's corporate website at the URL <https://www.asiatic.com.sg/> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>

Please refer to the detailed instructions set out in the Proxy Form.

(e) **Voting at the AGM by CPF/SRS Investors**

CPF/SRS investors who wish to vote at the AGM may attend the AGM in person physically, or may appoint the Chairman of the Meeting as their proxy to vote. The CPF/SRS investors who wish to appoint the Chairman of the Meeting as their proxy should not make use of the Proxy Form. They should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **18 July 2024 (Thursday), 10.30 a.m.**, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the Meeting to vote on their behalf.

**Personal Data Privacy**

"Personal data" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) questions relating to the resolutions to be tabled for approval at the AGM; and/or (b) an instrument appointing proxy/proxies to vote at the AGM and/or any adjournment thereof, a member of the Company hereby consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) for the purposes of, (i) verifying the member's information to participate in the AGM; (ii) addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member; (iii) the processing and administration by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) of proxy forms for the AGM (including any adjournment thereof); and (iv) the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) to comply with any applicable laws, listing rules, regulations and/or guidelines.