

# ANNICA HOLDINGS LIMITED

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

## NOTICE OF ANNUAL GENERAL MEETING

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "COVID-19 (Temporary Measures) Order 2020") was issued by the Minister for Law on 13 April 2020. The COVID-19 (Temporary Measures) Order 2020 enables issuers to, among other things, make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The COVID-19 (Temporary Measures) Order 2020 was deemed to have come into operation on 27 March 2020.

In light of the ongoing COVID-19 pandemic, the Company's annual general meeting ("AGM") will continue to be convened and held by electronic means only. The Company has arranged for a live webcast of the AGM proceedings (the "Live AGM Webcast") which will take place on 28 June 2022 at 10.00 a.m. In the interests of the safety of our shareholders, shareholders will not be able to attend the AGM in person. Shareholders will, however, be able to participate in the AGM proceedings via the Live AGM Webcast by way of the live audio-visual webcast or the live audio-only stream. Please read the instructions under the section "Special Notice Regarding Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")" for detailed instructions and information on how you may be able to participate in the AGM proceedings.

This Notice of the AGM (the "Notice") of Annica Holdings Limited (the "Company") has, therefore, been made available on SGXNET at: <https://www.sgx.com/securities/company-announcements> and on the Company's website at: [www.annica.com.sg](http://www.annica.com.sg). **A printed copy of this Notice will NOT be sent out by post to shareholders.**

**NOTICE IS HEREBY GIVEN** that the AGM of the Company will be convened and held by way of electronic means via a live webcast from 40 Ubi Crescent, #01-01 Ubi Techpark, Singapore 408567 on 28 June 2022 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS

- To receive and adopt the audited financial statements for the financial year ended 31 December 2021, together with the Directors' Statement and Independent Auditors' Report. **[Resolution 1]**
- To re-elect Tan Sri Dato Seri Zulkefli Bin Ahmad Makinudin who is retiring by rotation pursuant to Regulation 95 of the Company's constitution (the "Constitution"), and who, being eligible, is offering himself for re-election as a Director. **[Resolution 2]**  
*[See Explanatory Note (a)]*
- To re-elect Mr. Su Jun Ming who is retiring by rotation pursuant to Regulation 95 of the Company's Constitution, and who, being eligible, is offering himself for re-election as a Director. **[Resolution 3]**  
*[See Explanatory Note (b)]*
- To re-elect Mr. Robin Stevens who is retiring pursuant to Regulation 94 of the Company's Constitution, and who, being eligible, is offering himself for re-election as a Director. **[Resolution 4]**  
*[See Explanatory Note (c)]*
- To approve the payment of Directors' fees of \$242,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears (31 December 2021: \$179,000). **[Resolution 5]**
- To re-appoint PKF-CAP LLP as the Independent Auditor of the Company and to authorise the Directors to fix its remuneration. **[Resolution 6]**
- To transact any other business that may properly be transacted at an annual general meeting.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

- Authority to allot and issue shares and convertible securities**  
That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act") and the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "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 issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, convertible securities or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and  
(B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that: -  
(i) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) ("Issued Shares"), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed fifty per cent (50%) of the total number of Issued Shares;  
(ii) (subject to such manner of calculation 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 percentage of Issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for: -  
(aa) new Shares arising from the conversion or exercise of any convertible securities;  
(bb) new Shares arising from the exercise of share options or vesting of share awards or schemes which are outstanding or subsisting at the time this authority is given, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and  
(cc) any subsequent bonus issue, consolidation or sub-division of Shares;  
(iii) in exercising the authority conferred by this Resolution 7, the Directors 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), all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; and  
(iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company 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 (d)]*

### By Order of the Board

Allan Tan  
Company Secretary  
13 June 2022

### Explanatory Notes:

- In relation to Ordinary Resolution 2, Tan Sri Dato Seri Zulkefli Bin Ahmad Makinudin will, upon re-election as a Director, remain as an Independent and Non-Executive Director and Non-Executive Chairman of the Company. Tan Sri Dato Seri Zulkefli Bin Ahmad Makinudin is considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- In relation to Ordinary Resolutions 3, Mr. Su Jun Ming will, upon re-election as a Director, remain as an Independent and Non-Executive Director. He is considered to be Independent for the purposes of Rule 704(7) of the Catalist Rules. He will continue to serve as Chairman of the Audit Committee, and member of the Remuneration and Nominating Committees.
- In relation to Ordinary Resolution 4, Mr. Robin Stevens was appointed as an Independent and Non-Executive Director on 20 May 2022 to fill a vacancy. Pursuant to regulation 94 of the Company's constitution, a director who was casually appointed to fill a vacancy must retire and if eligible for re-election, be put up for re-election at the AGM. Upon re-election as a Director, Mr. Stevens will remain as an Independent and Non-Executive Director. He is considered to be Independent for the purposes of Rule 704(7) of the Catalist Rules. He will continue to serve as member of the Audit Committee.
- Under the Catalist Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and convertibles securities issued other than on a pro-rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings). Ordinary Resolution 7, if passed, will empower the Directors from the date of the above AGM until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.

### Special Notice Regarding Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "COVID-19 (Temporary Measures) Order 2020") was issued by the Minister for Law on 13 April 2020. The COVID-19 (Temporary Measures) Order 2020 enables issuers to, among other things, make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The COVID-19 (Temporary Measures) Order 2020 was deemed to have come into operation on 27 March 2020.

In light of the ongoing COVID-19 pandemic, the Company's AGM will continue to be convened and held by electronic means only. The Company has arranged for a live webcast of the AGM proceedings (the "Live AGM Webcast") which will take place on 28 June 2022 at 10.00 a.m. In the interests of the safety of our shareholders, shareholders will not be able to attend the AGM in person. Shareholders will, however, be able to participate in the AGM proceedings via the live audio-visual webcast or the live audio-only stream in the following manner:

### Live AGM Webcast and live audio-only stream:

- Shareholders (including CPF and SRS investors) or their duly appointed proxies may observe and/or listen to the AGM proceedings through the Live AGM Webcast or live audio-only stream. To do so, shareholders will need to register at <https://conveneagm.com/sg/Annica> during the above "Registration Link" from 13 June 2022 until 10.00 a.m. on 24 June 2022 (the "Registration Deadline") to enable the Company to verify their status.
- Following verification, authenticated Shareholders or their duly appointed proxies will receive an email by 5.00 p.m. on 27 June 2022 containing instructions on how to access the live audio-visual webcast or the live audio-only stream of the AGM proceedings.
- Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the AGM.
- Shareholders who register by the Registration Deadline but do not receive an email response by 5.00 p.m. on 27 June 2022 may contact the Company by email at [support@conveneagm.com](mailto:support@conveneagm.com) or by telephone at (65) 6221 1123.

### Voting at the AGM:

- Voting for all resolutions will be conducted by a poll. Voting at the AGM may be carried out in one of the two ways as set out below:  
(i) a member or its duly appointed proxy(ies) live and online (in real time) by logging onto the URL [https://conveneagm.com/sg/Annica\\_AGM](https://conveneagm.com/sg/Annica_AGM); or  
(ii) submitting a proxy form (in advance of the AGM) appointing the Chairman of the meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy must be directed, i.e., the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from voting.
- The proxy form (which can be assessed on SGXNET at the link: <https://www.sgx.com/securities/company-announcements> or the Company's website at the link: [www.annica.com.sg](http://www.annica.com.sg)), duly completed and signed, must be submitted in the following manner:  
(i) if submitted by post, be deposited at the office of the Company's share registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or  
(ii) if submitted electronically, be submitted via email to [main@zicoholdings.com](mailto:main@zicoholdings.com) or via the online process through the pre-registration website which is accessible at the URL [https://conveneagm.com/sg/Annica\\_AGM](https://conveneagm.com/sg/Annica_AGM), in either case, by no later than 10.00 a.m. on 25 June 2022, being 72 hours before the time fixed for the holding of the AGM.
- CPF or SRS investors:  
(a) may vote live and online (in real time) at the AGM 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 appointment as proxies; or  
(b) may appoint the Chairman of the meeting as proxy to vote on their behalf at the AGM 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 AGM 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 10.00 a.m. on 25 June 2022.

### Submission of Questions:

- Shareholders (or their duly appointed proxies) who participate by way of observing the live audio-visual webcast or live audio-only stream of the AGM proceedings may ask text-based questions live and online (in real time) during the AGM by submitting their questions online via the link [https://conveneagm.com/sg/Annica\\_AGM](https://conveneagm.com/sg/Annica_AGM).
- The Directors will endeavour to address as many substantial and relevant questions submitted online as possible during the AGM. However, Shareholders should note that there may not be sufficient time available at the AGM to address all questions raised. Please note that questions individual questions will not be sent to Shareholders.
- Alternatively, Shareholders (including CPF and SRS investors) may pre-submit questions relating to any of the Resolutions proposed as set out in the Notice of AGM by (a) email to [agm2022@annica.com.sg](mailto:agm2022@annica.com.sg), or (b) submitting by post to the office of the Company's share registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, or (c) the Registration Link.
- Questions may be submitted via email at any time after the publication of the Notice of AGM until 10.00 a.m. on 21 June 2022.
- For questions submitted in advance of the AGM, the Company will provide replies to all questions which are substantial and relevant to the agenda of the AGM by publication on the SGXNET and the Company's website at [www.annica.com.sg](http://www.annica.com.sg) by 10.00 a.m. on 23 June 2022, which at least 48 hours prior to the closing date and time for the lodgment of the proxy forms to facilitate Shareholders' votes and to allow Shareholders to make an informed decision on the resolutions to be tabled at the AGM.
- The Company will also publish the minutes of the AGM (which will include all responses to questions which are substantial and relevant to the agenda of the AGM, whether submitted via email in advance of the AGM or live and online during the AGM) on the SGXNET and the Company's website within one month after the date of the AGM.

### Important Reminder:

**Due to the constantly evolving COVID-19 situation (and/or pursuant to any legislative amendments and directives or guidelines from government agencies or regulatory authorities), the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.**

### Notes on AGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate and vote in the AGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that if they wish to vote by way of a proxy form at the AGM, the only person they can appoint is the Chairman of the meeting. Please also note that the proxy form for the purpose of voting at the AGM must be directed, i.e. the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from voting.
- Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is normally entitled to appoint more than two (2) proxies to participate in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which a proxy has been appointed shall be specified in the proxy form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, A Relevant Intermediary should note that if it wishes to vote by way of a proxy form at the AGM, the only person they can appoint is the Chairman of the meeting. Please also note that the proxy form for the purpose of voting at the AGM must be directed, i.e. the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from voting.
- All voting if carried out by way of proxy forms must be directed as stipulated above.
- The duly executed proxy form appointing the Chairman as proxy must be emailed to the Company at [main@zicoholdings.com](mailto: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 AGM.
- The proxy form appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form 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 proxy form appointing a proxy.
- A depositor's name must appear in the Depository Register (as defined in Section 815F 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 AGM for the depositor to be entitled to participate in the Live AGM Webcast and vote at the AGM.

### Personal Data Privacy Terms:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.