
NOTICE OF EXTRAORDINARY GENERAL MEETING

SINOSTAR PEC HOLDINGS LIMITED

(Company Registration Number 200609833N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Sinostar PEC Holdings Limited (the “**Company**”) will be held at Conrad Centennial Singapore, Level 2, Salon III, 2 Temasek Boulevard, Singapore 038982 on Monday, 18 March 2024 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

*Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular issued by the Company to its Shareholders dated 1 March 2024 (the “**Circular**”).*

ORDINARY RESOLUTION 1: THE PROPOSED RATIFICATION OF THE SALE OF UTILITIES BY THE GROUP TO DONGMING ZHONGYOU FUEL AND PETROCHEMICAL CO., LTD. (东明中油燃料石化有限公司) AS AN INTERESTED PERSON TRANSACTION

RESOLVED THAT:

- (a) the sale of utilities by the Group to Dongming Zhongyou, details of which are set out in the Circular, being an interested person transaction for the purposes of Chapter 9 of the Listing Manual, be and is hereby approved, ratified and confirmed in all respects; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to this Resolution and the transactions contemplated and/or authorised by this Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED AMENDMENTS TO THE EXISTING SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS

RESOLVED THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries or associated companies that are considered “entities at risk” under Chapter 9 of the Listing Manual or any of them, to enter into any of the transactions falling within the categories of interested person transactions and with interested persons set out under the Proposed Amended IPT General Mandate (particulars of which are set out in the **Appendix B** to the Circular), provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the methods and procedures for interested person transactions as set out in **Appendix B** to the Circular;
- (b) the Proposed Amended IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such actions as it deems proper in respect of the methods and procedures for the Proposed Amended IPT General Mandate and/or to modify or implement such methods and procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

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- (d) the Directors of the Company and each of them be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the approval and adoption of the Proposed Amended IPT General Mandate as such Directors or any of them may deem fit or expedient or give effect to the Proposed Amended IPT General Mandate and/or this Resolution.

BY ORDER OF THE BOARD

Tan Chee How
Company Secretary
1 March 2024

NOTES:

1. The members of the Company are invited to attend physically at the EGM. **There will be no option for shareholders to participate virtually.**
2. Printed copies of this Notice of EGM, the Circular and the Proxy Form will be sent by post to members. These documents will also be published on the Company's website at the <http://www.sinostar-pec.com/html/ir.php> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Members may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM:
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPFIS Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) who wishes to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **11:00 a.m. on 6 March 2024**, (being seven (7) working days prior to the date of the EGM).

Please bring along your NRIC/ passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

4. A member who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/ her/ its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his/ her/ its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/ her/ its name in the Depository Register and any second named proxy as an alternate to the first named.

5. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

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(c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

6. A member can appoint the Chairman of the EGM as his/ her/ its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. **If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.**

7. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:

(a) if submitted by post, be lodged at the office of the Company's Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or

(b) if submitted electronically, be submitted via email to the Company's Share Registrar at shareregistry@incorp.asia,

in either case, by **11:00 a.m.** on **16 March 2024** (being no later than forty-eight (48) hours before the time set for the EGM).

8. The Chairman of the EGM, as proxy, need not be a member of the Company.

9. Members submit questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner seven (7) calendar days from the date of this Notice of EGM (i.e., by **11:00 a.m.** on **9 March 2024**):

(a) by email to shareregistry@incorp.asia; or

(b) by post to the office of the Company's Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712.

The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM submitted prior to the EGM by publishing the responses to such questions on the Company's corporate website and on SGXNET by **13 March 2024** after trading hours (being not later than forty-eight (48) hours before the closing date and time for the lodgement of the Proxy Forms). **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.**

10. The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM, together with substantial and relevant questions from shareholders relating to the agenda of the EGM, and responses from the Board or management on SGXNET and the Company's website.

Personal Data Privacy

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or submitting any question prior to the EGM in accordance with this Notice of EGM, a member of the Company:

(a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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), the addressing of substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM from Shareholders received prior to and/or at the EGM and if necessary, the following up with members in relation to such questions, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(b) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(c) 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.