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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### PACIFIC STAR DEVELOPMENT LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 198203779D)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of the Company will be convened and held by way of electronic means on 29 January 2021 (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day at 10.00 a.m. and by way of electronic means) for the purpose of considering and, if thought fit, passing with or without amendment the following resolution, which will be proposed as an Ordinary Resolution.

All capitalised terms in the resolution below and defined in the circular dated 14 January 2021 to the shareholders of the Company (the “**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

#### **ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE PSDL PERFORMANCE SHARE PLAN**

That:

- (1) the performance share plan to be known as the “PSDL Performance Share Plan” (the “**Share Plan**”) particulars of which are set out in the Circular, under which awards (“**Awards**”) of fully paid-up shares in the capital of the Company (“**Shares**”) will be granted, free of charge, to Employees and directors of the Company and its subsidiaries (including Independent Directors, Executive Directors and Non-Executive Directors) and directors and employees of the Company’s Associated Companies and/or its subsidiaries, details of which are set out in the Circular to Shareholders dated 14 January 2021, be and is hereby approved;
- (2) the Directors of the Company be and are hereby authorised:
  - (a) to establish and administer the Share Plan;
  - (b) to modify and/or alter the Share Plan at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Share Plan, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Share Plan;
  - (c) to grant Awards in accordance with the provisions of the Share Plan and pursuant to section 161 of the Companies Act and to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered;
  - (d) to vest the Awards provided that the aggregate number of Shares available pursuant to the Share Plan, PSDL ESOS and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares (excluding treasury shares) from time to time;
  - (e) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held as treasury shares) towards the satisfaction of Awards granted under the Share Plan; and
  - (f) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

#### **BY ORDER OF THE BOARD**

Kennedy Chen  
Company Secretary  
14 January 2021

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### Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular, this Notice of EGM and proxy form will not be sent to members of the Company.
2. This Notice of EGM, the Circular dated 14 January 2021 and the Proxy Form may be accessed via the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. Due to the current COVID-19 situation and the related safe distancing measures in Singapore, a member will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow shareholders to participate at the EGM by:
  - (a) observing and/or listening to the EGM proceeding via “live” audio-visual webcast or “live” audio-only stream;
  - (b) submitting questions in advance of the EGM; and
  - (c) appointing the Chairman of the Meeting as proxy to attend and to vote on their behalf at the EGM.

Please refer to the Annex to the Notice of this EGM for the details of the steps for pre-registration, pre-submission of questions and voting at the EGM.

4. Persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF or SRS investors, and who wish to participate in the EGM by:
  - (a) observing and/or listening to the EGM proceedings via “live” audio-visual webcast or “live” audio-only stream;
  - (b) submitting questions in advance of the EGM; and/or
  - (c) appointing the Chairman of the Meeting as proxy to attend and to vote on their behalf at the EGM,

should contact the relevant intermediary (which would include, in the case of CPF or SRS investors, their respective CPF or SRS operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF or SRS operators to submit their proxy forms by 5.00 p.m., 20 January 2021.

5. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to [main@zicoholdings.com](mailto:main@zicoholdings.com) or deposited at the Company's Share Registrar, B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 72 hours (i.e. by 11.00 a.m. on 26 January 2021) before the time appointed for holding the EGM.

Members are strongly encouraged to submit completed proxy forms electronically via email to [main@zicoholdings.com](mailto:main@zicoholdings.com) to ensure that they are received by the Company by the stipulated deadline.

6. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.
7. 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 EGM, as certified by The Central Depository (Pte) Limited to the Company.

### Personal Data Protection:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend and vote at the EGM of the Company 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) 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), 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 (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. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

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### ANNEX

#### STEPS FOR PRE-REGISTRATION, PRE-SUBMISSION OF QUESTIONS AND VOTING AT THE EGM

No.	Steps	Details
1.	<b>Pre-registration</b>	<p>Shareholders must pre-register at the pre-registration website at <a href="https://globalmeeting.bigbangdesign.co/pacificstar">https://globalmeeting.bigbangdesign.co/pacificstar</a> from 15 January 2021 at 9.00 a.m. till 26 January 2021 at 5.00 p.m. to enable the Company to verify their status as shareholders.</p> <p>Shareholders will be required to fill in their name, NRIC/Passport/ Company Registration number, shareholding type, mobile number and email address during the pre-registration.</p> <p>Authenticated registrants will receive an email by 27 January 2021 at 5.00 p.m. which will contain the link and instructions to access the “live” audio-visual webcast and a telephone number to access the “live” audio-only stream of the EGM proceeding (<b>Confirmation Email</b>).</p> <p>Registrants who do not receive the Confirmation Email by 27 January 2021 at 5.00 p.m. should contact the Share Registrar, B.A.C.S. Private Limited at <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a> during office hours from 9.00 a.m. to 5.00 p.m. Monday to Friday.</p>
2.	<b>Submit questions for EGM in advance</b>	<p><b>Shareholders will not be able to ask questions at the EGM during the “live” questions for audio-visual webcast or “live” audio-only stream, and therefore it is important for shareholders to submit their questions in advance of the EGM.</b></p> <p><b>Submission of questions.</b> Shareholders can submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM, via the pre-registration website (as set out in Step 1 above).</p> <p>To ensure that questions are received by the Company by the stipulated deadline, Shareholders are strongly encouraged to submit questions via the pre-registration website (as set out in Step 1 above).</p> <p><b>Deadline to submit questions for EGM.</b> All questions must be submitted by 5.00 p.m. on 26 January 2021.</p> <p><b>Addressing questions.</b> The Company will endeavor to address substantial and relevant questions received from Shareholders. Answers to substantial and relevant questions will be published on the SGXNet by 28 January 2021.</p> <p><b>Minutes of EGM.</b> The Company will publish the Minutes of the EGM on the Company’s website and on SGXNet within one month from the conclusion of the EGM.</p>

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No.	Steps	Details
3.	<b>Submit proxy forms to vote</b>	<p><b>Appointment of Chairman of the Meeting as proxy.</b> Due to the current COVID-19 situation and related safe distancing measures in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend and to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.</p> <p><b>Specific voting instructions to be given.</b> Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p><b>Submission of proxy forms.</b> A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a> or submitting it by post to the Company's Share Registrar, B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 72 hours (i.e. by 11.00 a.m., 26 January 2021) before the time appointed for holding the EGM.</p> <p>The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.</p> <p>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 EGM, as certified by The Central Depository (Pte) Limited to the Company.</p> <p><b>Members are strongly encouraged to submit completed proxy forms electronically via email to <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a> to ensure that they are received by the Company by the stipulated deadline.</b></p> <p>CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF or SRS operators to submit their proxy forms by 5.00 p.m., 20 January 2021.</p>
4.	<b>"Live" audio-visual webcast at the EGM</b>	<p>The "live" audio-visual webcast, and telephone line to access the audio-only stream, will be opened from 9.45 a.m. on 29 January 2021 for the AGM (which will be held at 10.00 a.m. on 29 January 2021). The EGM will commence immediately following the conclusion or adjournment of the AGM.</p>