

# NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the Twenty-Third Annual General Meeting of Qian Hu Corporation Limited (the “**Company**”) will be held by electronic means on Wednesday, 30 March 2022 at 11.00 a.m. to transact the following business:

## Ordinary Business

- 1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Auditors' Report thereon. **[Resolution 1]**
- 2 To declare a final dividend of 0.3 cents Singapore Dollar per ordinary share one-tier tax exempt for the financial year ended 31 December 2021. **[Resolution 2]**
- 3 To re-elect Dr Ling Kai Huat in accordance with Regulation 91 of the Company's Constitution, as Director of the Company.  
**[See Explanatory Note (a)]** **[Resolution 3]**
- 4 To note Ms Lai Chin Yee who is retiring and eligible for re-election in accordance with Regulation 91 of the Company's Constitution, as Director of the Company has decided not to seek re-election.
- 5 To approve the sum of S\$87,000 as Directors' fees for the financial year ended 31 December 2021 (2020: S\$108,000). **[Resolution 4]**
- 6 To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 5]**
- 7 To transact any other business that may be transacted at an Annual General Meeting.

## Special Business

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

### 8 **General Mandate to authorise the Directors to issue shares or convertible securities**

That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Act**”), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), 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 warrants, debentures 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 the authority conferred by this Resolution may have ceased to be in force):
  - (i) issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force; and
  - (ii) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force or such additional Instruments in (b)(i) above,

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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a *pro rata* basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (2) (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 total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of convertible securities;
  - (b) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST 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 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.

**[See Explanatory Note (b)]**

**[Resolution 6]**

9 **Approval for the continued appointment of Ms Sharon Yeoh Kar Choo as an Independent Director for the purposes of Listing Rule 210(5)(d)(iii)(A) by all shareholders**

That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), and subject to and contingent upon the passing of Resolution 8 by shareholders of the Company excluding the Directors and the chief executive officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Ms Sharon Yeoh Kar Choo as an Independent Director be and is hereby approved; and
- (b) such approval shall continue in force until the earlier of the retirement or resignation of Ms Sharon Yeoh Kar Choo as a Director or the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**[See Explanatory Note (c)]**

**[Resolution 7]**

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10 **Approval for the continued appointment of Ms Sharon Yeoh Kar Choo as an Independent Director for the purposes of Listing Rule 210(5)(d)(iii)(B) by shareholders excluding the Directors and the chief executive officer of the Company and their respective associates**

That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited, and subject to and contingent upon the passing of Resolution 7 by all shareholders of the Company:

- (a) the continued appointment of Ms Sharon Yeoh Kar Choo as an Independent Director be and is hereby approved; and
- (b) such approval shall continue in force until the earlier of the retirement or resignation of Ms Sharon Yeoh Kar Choo as a Director or the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**[See Explanatory Note (c)]**

**[Resolution 8]**

By Order of the Board

**Lai Chin Yee**

Company Secretary

Singapore

1 March 2022

**Explanatory Notes:**

- (a) Dr Ling Kai Huat, if re-elected, will remain as a member of the Company's Audit & Risk Management Committee and Nominating Committee and will also continue to remain as the Chairman of the Remuneration Committee. Dr Ling Kai Huat will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Dr Ling Kai Huat is set out on Pages 172 to 176 of the Company's Annual Report 2021.
- (b) The ordinary resolution 6, under item 8 above, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting of the Company, to issue shares and convertible securities in the Company up to an aggregate number not exceeding 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company, of which the aggregate number issued other than on a *pro rata* basis to all existing shareholders of the Company shall not exceed 10% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company, as more particularly set out in the resolution.
- (c) Ordinary Resolutions 7 and 8 are to approve the continued appointment of Ms Sharon Yeoh Kar Choo as an Independent Director of the Company.

Ms Sharon Yeoh Kar Choo was last retired and re-elected as a Director of the Company in accordance with Regulation 91 of the Company's Constitution during the Company's Twenty-First Annual General Meeting held on 26 March 2020. Ms Sharon Yeoh Kar Choo is an Independent Director who has served more than nine years and the Company is seeking the requisite approval from shareholders under \*Rule 210(5)(d)(iii)(A) and (B) of the Listing Manual of the SGX-ST for Ms Sharon Yeoh Kar Choo's continued appointment as an Independent Director from 1 January 2022.

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- \* Under Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which took effect from 1 January 2022), a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an Independent Director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders excluding the Directors and the chief executive officer of the Company, and their respective associates. Such resolutions may remain in force until the earlier of the retirement or resignation of the Director or the conclusion of the third Annual General Meeting of the Company following the passing of the resolutions.

## Notes:

1. The Twenty-Third Annual General Meeting ("**AGM**") 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. Accordingly, this Notice will be sent to members by electronic means via publication on the Company's corporate website at the URL <http://www.qianhu.com/investor-relations/annual-reports> under "Annual Report 2021" and is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of this Notice will also be sent by post to members.
2. In view thereof, members will not be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Company's announcement dated 1 March 2022. This announcement may be accessed at the Company's corporate website and on SGXNet. For convenience, printed copies of this announcement will also be sent by post to members.
3. Members who wish to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream must pre-register at the Company's pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/qianhu2022/> by 11.00 a.m. on 27 March 2022 to enable the verification of members' status.

Following the verification, authenticated members will receive a confirmation email, which will contain the instructions to access the live audio-visual webcast or the live audio-only stream of the AGM proceedings, by 5.00 p.m. on 28 March 2022. Members who do not receive a confirmation email by 5.00 p.m. on 28 March 2022, but have registered by the 27 March 2022 deadline, should contact the Company's Share Registrar, M & C Services Private Limited, at +65 6228 0508 or +65 6228 0518 between 9.00 a.m. and 6.00 p.m. on 29 March 2022 or between 9.00 a.m. and 11.00 a.m. on 30 March 2022 for assistance.

4. Members may also submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner by 5.00 p.m. on 21 March 2022:
  - (a) via pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/qianhu2022/>
  - (b) by email to [investor@qianhu.com](mailto:investor@qianhu.com)

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's corporate website and on SGXNet prior to the AGM.

5. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form may be accessed at the Company's corporate website and on SGXNet. For convenience, printed copies of the proxy form will also be sent by post to members.
6. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) 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 AGM as proxy for that resolution will be treated as invalid.

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7. CPFIS and SRS investors who hold Qian Hu shares through CPF Agent Banks or SRS Operators and who wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as their proxy in respect of the Qian Hu shares held by such CPF Agent Banks or SRS Operators on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 March 2022.
  8. The Chairman of the AGM, as proxy, need not be a member of the Company.
  9. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
    - (a) If submitted by post, be lodged at the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902
    - (b) if submitted electronically, be submitted via email to M & C Services Private Limited at [GPD@mncsingapore.com](mailto:GPD@mncsingapore.com).in each case, by 11.00 a.m. on 27 March 2022, being no later than 72 hours before the time fixed for the AGM.
  10. The Company's Annual Report 2021 dated 1 March 2022 has been published and may be accessed at the Company's corporate website at the URL <http://www.qianhu.com/investor-relations/annual-reports> under "Annual Report 2021" and is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the AGM as proxy 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 in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

## NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

**NOTICE IS HEREBY GIVEN** that the Register of Transfer and the Register of Members of the Company will be closed on 13 April 2022 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902, up to 5:00 p.m. on 12 April 2022 will be registered to determine shareholders' entitlements to the said dividend.

Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares at 5:00 p.m. on 12 April 2022 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the Twenty-Third Annual General Meeting to be held on 30 March 2022, will be paid on 26 April 2022.