

9R LIMITED

(Company Registration No. 199307300M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of 9R Limited (the “**Company**”) will be held at RNN Conference Center, 137 Cecil Street, Cecil Building #04-01, Singapore 069537 on **Friday, 26 April 2024 at 2.00 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Mark Leong Kei Wei, who is retiring pursuant to Regulation 96 of the Company’s Constitution, and who, being eligible, offers himself for re-election as a Director of the Company.
(See Explanatory Note 1) **(Resolution 2)**
3. To note the retirement of Mr Wee Hock Kee, who is retiring pursuant to Regulation 96 of the Company’s Constitution, and will not be seeking re-election as a Director of the Company.
(See Explanatory Note 2)
4. To approve the payment of Directors’ fees of S\$159,600 for the financial year ending 31 December 2024. (FY2023: S\$166,800)
(See Explanatory Note 3) **(Resolution 3)**
5. To re-appoint Messrs Mazars LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

SPECIAL BUSINESS

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

6. Authority to allot and issue shares **(Resolution 5)**

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

- (a) (i) allot and issue shares in 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 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 of the Company may in their absolute discretion deem fit; and/or

- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of a rights issue, bonus issue or subdivision or consolidation of shares; and
- (b) notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, 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) shall not exceed one hundred per cent (100%) of the Company's 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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the Company's 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 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) in the capital of the Company, at the time this Resolution is passed after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (b) new Shares arising from exercising share options or vesting of share awards which are issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Catalist Rules; 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 Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Company's Constitution; and
 - (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 4)

That:

- (a) for the purposes of the Catalist Rules and the Companies Act, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up shares representing not more than ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at such price(s) as may be determined by the Directors of the Company or a committee of Directors of the Company that may be constituted for the purposes of effecting purchases or acquisitions of shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:
- (i) an on-market purchase ("**Market Purchase**"), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
 - (ii) an off-market purchase ("**Off-Market Purchase**"), effected otherwise than on the SGX-ST pursuant to an equal access scheme in accordance with Section 76C of the Companies Act, and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Buyback Mandate**");
- (b) unless varied or revoked by Shareholders of the Company in a general meeting, purchases or acquisitions of shares pursuant to the proposed Share Buyback Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:
- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders of the Company in a general meeting,
- whichever is the earliest;

(c) in this resolution:

“Maximum Price”, in relation to a share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price,

where:

“Average Closing Price” means the average of the closing market prices of the shares over the last five (5) market days, on which transactions in the shares were recorded, before the day on which the purchase or acquisition of shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days period and the day on which the purchases or acquisitions of shares are made;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

(See Explanatory Note 5)

- 8. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Lai Kuan Loong, Victor
Company Secretary

11 April 2024
Singapore

Explanatory Notes:

1. Mr Mark Leong Kei Wei will, upon re-election as a Director of the Company, remain as an Independent Non-executive Director, Chairman of the Audit and Risk Committee, and a member of the Remuneration Committee and Nominating Committee of the Company. Mr Leong is considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

Key information on Mr Leong as required pursuant to Rule 720(5) of the Catalyst Rules can be found under “Board of Directors and Key Management”, “Corporate Governance Report” and “Appendix 1: Disclosure of Information on Director Seeking Re-Election” of the Company’s Annual Report 2023.

2. Mr Wee Hock Kee will retire as a Director of the Company at the conclusion of the Annual General Meeting (“**AGM**”). Consequent thereto, Mr Wee will also cease to act as Chairman of the Nominating Committee and a member of the Audit and Risk Committee and Remuneration Committee of the Company.
3. Ordinary Resolution 3, if passed, will authorise the Company to effect payment of Directors’ fees to the Non-executive Directors (including fees payable to members of the various Board Committees) for the financial year ending 31 December 2024. This Resolution will facilitate the payment by the Company of the Directors’ fees during the financial year in which they are incurred.
4. Ordinary Resolution 5, if passed, will empower the Directors of the Company, from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed one hundred per cent (100%) of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company may be issued other than on a *pro-rata* basis to existing shareholders.
5. Ordinary Resolution 6, if passed, will authorise the Directors of the Company from the date of this AGM of the Company until the date 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 the date on which the purchases or acquisitions of shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated or the date on which such authority is revoked or varied by shareholders of the Company in a general meeting, whichever is the earliest, to purchase or acquire by way of Market Purchases or Off-Market Purchases not more than ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at such price(s) up to the Maximum Price. Information relating to this Ordinary Resolution 6 is set out in “Appendix 2: Share Buyback Mandate” of this Notice of AGM in relation to the proposed renewal of the Share Buyback Mandate.

Notes:

1. The Company’s AGM will be held, in a wholly physical format, at RNN Conference Center, 137 Cecil Street, Cecil Building #04-01, Singapore 069537 on 26 April 2024 at 2.00 p.m.. There will be no option for members to participate virtually.
2. Printed copies of this Notice of AGM and the accompanying Proxy Form will be sent to members by post. Copies of this Notice of AGM, the accompanying Proxy Form and the Annual Report 2023 are published on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.9rlimited.com/agm2024/>.

Printed copies of the Annual Report 2023 will not be sent to members. A member may request for a printed copy of the Annual Report 2023 by (a) email to main@zicoholdings.com (please provide the member’s full name and mailing address); or (b) in person at the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 during office hours.

3. A member (whether individual or corporate) may vote at the AGM or may appoint a proxy, including the Chairman of the AGM, 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. Only members of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

Appointment of proxies

4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member’s Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her/their shareholding and the second named proxy shall be deemed to be an alternate to the first named.
5. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies but each proxy must be appointed to exercise the rights attached to a different share or shares held by such members. Where such member’s Proxy Form 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 instrument.
6. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.
7. A proxy, including the Chairman of the AGM, need not be a member of the Company.
8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) If submitted electronically, be submitted via email to main@zicoholdings.com; or

(b) If submitted by post, to be lodged 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,

in each case, no later than 2.00 p.m. on 23 April 2024 (being not less than seventy-two (72) hours before the time fixed for the AGM). Members are strongly encouraged to submit completed Proxy Forms electronically via email.

9. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
10. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions, failing which, the appointment of proxy for the resolutions will be treated as invalid. In addition, if no specific direction as to voting is given, the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM or at any adjournment thereof.
11. The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

Voting by investors holding shares through relevant intermediaries (including CPF/SRS investors)

12. Investors holding shares through relevant intermediaries (including CPF/SRS investors) should not make use of the Proxy Form. CPF/SRS investors who wish to attend the AGM or exercise their votes should approach their CPF Agent Banks or SRS Operators (as the case may be) to submit their votes at least seven (7) working days before the AGM.

Submission of questions

13. Members or their appointed proxy(ies) (including CPF and SRS investors) may pre-submit questions relating to the resolutions to be tabled for approval at the AGM by (a) email to main@zicoholdings.com; or (b) submitting by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, by 2.00 p.m. on 19 April 2024.
14. Members who pre-submit questions via email or by post to the Company must provide (a) full name; (b) identification number (i.e. NRIC/Passport/Company Registration Number); (c) contact number and email address; and (d) the number and manner in which the member holds shares in the Company (e.g. via CDP, CPF or SRS). Questions submitted by members whose identification details are lacking will not be entertained.
15. For questions submitted in advance of the AGM, the Company will provide responses to all substantial and relevant questions by publication on the SGXNET and the Company's website by 2.00 p.m. on 21 April 2024, to facilitate members' votes and to allow members to make an informed decision on the resolutions to be tabled at the AGM. Questions received after 2.00 p.m. on 19 April 2024 will be addressed at the AGM.

Personal data privacy:

Where a member of the Company submits 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company and/or his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the AGM) may be recorded by the Company for such purpose.

This notice has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.