



PAN ASIAN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197902790N)

INFORMATION RELATING TO ADJOURNED EXTRAORDINARY GENERAL MEETING TO BE HELD ON 5 JUNE 2020

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Pan Asian Holdings Limited (the “**Company**”) refers to:

- (a) the announcement released by the Company on 7 April 2020 relating to, *inter alia*, the date of EGM which was scheduled to be held on 27 April 2020 to be adjourned to a date announced on the SGXNet;
- (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for, amongst others, listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic means;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended from time to time (the “**Alternative Arrangements Order**”) which sets out the alternative arrangements in respect of, amongst others, general meetings of listed companies in Singapore; and
- (d) the circular and notice of extraordinary general meeting dated 3 April 2020 (the “**Circular**”).

2. DATE, TIME AND CONDUCT OF EXTRAORDINARY GENERAL MEETING

The Board wishes to inform shareholders that the EGM will be held by way of electronic means on **5 June 2020 at 11.00 a.m.** (or soon thereafter following the conclusion or adjournment of the Company’s annual general meeting to be held at 10.00 a.m. on the same day, by electronic means) to transact the business set out in the circular dated 3 April 2020 and the notice of extraordinary general meeting dated 14 May 2020 (“**Notice of EGM**”).

The Notice of EGM and proxy form in connection with the EGM will be sent to shareholders solely by electronic means via publication on the SGXNet and the Company’s corporate website at <http://www.panasian.com.sg/investors-media-menu/shareholders-meetings>

3. EGM DOCUMENTS

Notice of EGM will supersede the notice of EGM dated 3 April 2020 and has been made available on SGXNet and the Company’s website and may be accessed at the URL <http://www.panasian.com.sg/investors-media-menu/announcements>. The Circular has been printed and dispatched to all Members of the Company on 3 April 2020.

In line with the provisions under the Alternative Arrangements Order, no printed copies of the Notice of EGM and the proxy form will be despatched to shareholders.

An electronic copy of the Notice of EGM and the proxy form has been made available on:-

- (i) the Company's corporate website (<http://www.panasian.com.sg/investors-media-menu/annual-report>) (the "Website") on 9 April 2020; and
- (ii) the SGXNet.

4. ALTERNATIVE ARRANGEMENTS FOR EGM

(a) No physical attendance and participation at the EGM electronically

In view of the circuit breaker measures applicable as of the date of this announcement up to 1 June 2020 and pursuant to the Alternative Arrangements Order, shareholders will not be allowed to attend the EGM in person.

Alternative arrangements are instead put in place to allow shareholders to participate in the EGM by:

- (i) observing and/or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream through mobile phones, tablets, computers or telephone (where applicable);
- (ii) submitting questions in advance of the EGM; and
- (iii) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM.

(b) Participation at the EGM through "live" audio-visual webcast or audio-only stream

The EGM proceedings will be conducted via electronic means. Shareholders will be able to watch or listen to the proceedings via a "live" audio-visual webcast on their mobile phones, tablets or computers or listen to these proceedings through a "live" audio-only stream via telephone.

In order to do the above, shareholders will have to follow these steps:

- (i) Shareholders who wish to watch or listen to the "live" webcast must pre-register by 5:00 p.m. on 1 June 2020, at the URL <http://www.panasian.com.sg/investors-media-menu/shareholders-meetings>.

Following authentication of the registrant's status as Shareholders, authenticated shareholders will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by 5:00 p.m. on 3 June 2020.

- (ii) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 5.00 p.m. on 3 June 2020 should contact the Company's share registrar, B.A.C.S. Private Limited, at the following email address: IR@Panasian.com.sg, with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.

(c) Submission of questions in advance of the EGM

Shareholders may also submit questions related to the resolutions to be tabled for approval at the EGM.

All questions must be submitted no later than 5.00 P.M. on 29 May 2020 through any of the following means:

- (a) via the following email address at IR@Panasian.com.sg, with your full name, number of shares held and manner in which you hold shares (via CDP, CPF or SRS); and

(b) in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, B.A.C.S Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit questions by post, members are strongly encouraged to submit questions electronically via email.

Shareholders will not be able to ask questions during the live audio-visual webcast of the EGM proceedings. Therefore, it is important for shareholders to pre-register and submit their questions in advance of the EGM. Shareholders can submit questions related to the EGM resolutions to be tabled for approval at the EGM to the Chairman of the Meeting, in advance, via email to the Company at IR@Panasian.com.sg. All questions must be submitted by no later than 5.00 P.M. on 29 May 2020 as the Company will not be able to address questions received after the cut-off time and date. The Company will endeavour to address all substantial and relevant questions received from shareholders prior to and/or at the EGM through live audio-visual webcast.

Queries received shall be addressed via our corporate website, through "live" audio-visual webcast or audio-only stream. We will also publish minutes of the EGM including responses from management and Board of Directors on our corporate website (<http://www.panasian.com.sg/investors-media-menu/shareholders-meetings>) and on SGXNet within one month after the end of the EGM.

(d) Voting by proxy

Shareholders will not be able to vote online at the EGM. Instead, if shareholders (whether individuals or corporates) wish to exercise their votes, they must submit a proxy form to appoint the chairman of the EGM (the "Chairman") to vote on their behalf.

Shareholders (whether individuals or corporates) appointing the Chairman as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment and votes will be treated as invalid.

The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

(a) if sent personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or

(b) if submitted by email, be received by IR@Panasian.com.sg.

in either case, by no later than 11.00 a.m. on 3 June 2020. Any incomplete or unsigned proxy forms will not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit proxy forms by post, members are strongly encouraged to submit proxy forms electronically via email.

All shareholders who hold shares through SRS investment account/ a securities sub-account in Depository Agents ("DAs") must inform their respective SRS Operators/ DAs that they have registered for the Live EGM Webcast and provide their SRS Operators/ DAs with their registration details.

Shareholders who hold their shares through relevant intermediaries (including CPFIS Members or SRS investors) and who wish to exercise their votes by appointing the Chairman as proxy should approach their respective relevant intermediaries* (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions at least seven (7) working days prior to the date of the EGM.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 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; or
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

As the COVID-19 situation is constantly evolving, the Company has to implement measures to take into account the requirements, guidelines and recommendations of regulatory bodies and government agencies from time to time. Accordingly, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to closely monitor announcements made by the Company on SGXNET.

The Company seeks the understanding and cooperation of all shareholders in enabling the Company to hold and conduct the EGM in compliance with the circuit breaker measures to stem the spread of COVID-19 infections.

By Order of the Board

Richard Koh
Executive Chairman
14 May 2020

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Jennifer Tan, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and Email: sponsorship@ppcf.com.sg).