



PAN ASIAN HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 197902790N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Pan Asian Holdings Limited (the "Company") will be held at 8 Wilkie Road, #03-08 Wilkie Edge, Singapore 228095 on Thursday, 26 April 2018 at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Financial Statements for the financial year ended 31 December 2017 and the Auditor's Report thereon. **(Resolution 1)**
- To re-elect Mr Koh Eddie, who is retiring pursuant to Article 107 of the Constitution of the Company. **(Resolution 2)**
- To re-elect Ms Indriati Khoe, who is retiring pursuant to Article 107 of the Constitution of the Company. **(Resolution 3)**
Ms Indriati Khoe will, upon re-election, continue to serve as a member of the Audit Committee, Nominating Committee and Remuneration Committee. She is considered a non-executive and non-independent Director for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"). Ms Indriati Khoe is the spouse of Mr Koh Eddie, the Managing Director cum Chief Executive Officer of the Company and a controlling shareholder of the Company. Save as disclosed, Ms Khoe does not have any relationship including immediate family relationship with the Directors, the Company or its 10% shareholders. The detailed information of Ms Khoe can be found under "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report 2017.
- To re-elect Mr Lam Kwong Fai, who is retiring pursuant to Article 117 of the Constitution of the Company. **(Resolution 4)**
Mr Lam Kwong Fai will, upon re-election, continue to serve as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. The Board considers him independent for the purposes of Rule 704(7) of the Catalist Rules. Mr Lam does not have any relationship including immediate family relationship with the Directors, the Company or its 10% shareholders. The detailed information of Mr Lam can be found under "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report 2017.
- To approve Directors' fees of S\$137,000 for the financial year ending 31 December 2018 (FY2017: S\$137,000). **(Resolution 5)**
- To re-appoint RSM Chio Lim LLP as auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

- Authority to allot and issue shares and convertible securities** **(Resolution 7)**
 - That pursuant to Section 161 of the Companies Act, Cap. 50, and the Catalist Rules, authority be and is hereby given to the Directors of the Company to:
 - allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or creations (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustment to) options, warrants, debentures or other instruments convertible into shares;at any time and upon such terms and conditions for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
 - (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that:
 - 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 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under the sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities outstanding and/or subsisting at the time of passing of this resolution;
 - new shares from exercising share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares;
 - in exercising the authority conferred by this resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law and the Catalist Rules to be held, whichever is the earlier.

(See Explanatory Note 1)
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Low Mei Wan
Company Secretary
11 April 2018

Explanatory Note:

- Under the Catalist Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the issued share capital of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company.

The Ordinary Resolution 7 proposed in item 7 above, if passed, is to empower the Directors of the Company to allot and issue shares in the capital of the Company and/or Instruments. The aggregate number of Shares to be issued pursuant to this Ordinary Resolution 7 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per centum (100%) of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of fifty per centum (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution 7) to shareholders.

Notes:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under its common seal or under the hand of its representative or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 2 Kallang Avenue, CT Hub, #05-19, Singapore 339407, not less than forty-eight (48) hours before the time appointed for the Meeting.

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 Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.