

ANNICA HOLDINGS LIMITED

(Company Registration No. 198304025N)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Annica Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be convened and held at the Galangal Room, Level 4, Village Hotel Katong, 25 Marine Parade Road, Singapore 449536 on Tuesday, 29 April 2025 at 10.00 a.m. (Singapore time) to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2024 (“**FY2024**”), together with the Directors’ Statement and Independent Auditors’ Report thereon. **[Resolution 1]**
2. To re-elect Mr. Robin Stevens, who is retiring by rotation pursuant to Regulation 95 of the Company’s constitution (the “**Constitution**”), and who, being eligible, is offering himself for re-election, as a director of the Company (“**Director**”).
[See Explanatory Note (a)] **[Resolution 2]**
3. To re-elect Mr. Lim In Chong, who is retiring by rotation pursuant to Regulation 95 of the Constitution, and who, being eligible, is offering himself for re-election, as a Director.
[see Explanatory Note (b)] **[Resolution 3]**
4. To re-elect Ms. Randell Leong, who is retiring pursuant to Regulation 94 of the Constitution, and who, being eligible, is offering herself for re-election, as a Director.
[see Explanatory Note (c)] **[Resolution 4]**
5. To approve the payment of Directors’ fees of S\$195,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears (FY2024: S\$185,000). **[Resolution 5]**
6. To re-appoint PKF-CAP LLP as the Independent Auditor of the Company and to authorise the Directors to fix its remuneration. **[Resolution 6]**
7. To transact any other business that may properly be transacted at an AGM.

SPECIAL BUSINESS

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

8. Authority to allot and issue shares and convertible securities in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors 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 (as well as adjustments to) options, warrants, debentures, convertible securities 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 that this authority 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:

- (i) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (B)(ii) below) (“**Issued Shares**”), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed fifty per cent (50%) of the total number of Issued Shares (excluding treasury shares and subsidiary holdings);
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (B)(i) above, the percentage of Issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of any convertible securities which are outstanding or subsisting at the time this Resolution is passed;
 - (bb) new Shares arising from the exercise of share options or vesting of share awards or schemes which are outstanding or subsisting at the time this authority is given, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (cc) any subsequent bonus issue, consolidation or sub-division of Shares;

and provided also that adjustments in accordance with sub-paragraph (ii)(aa) or subparagraph (ii)(bb) above are only to be made in respect of new Shares arising from the Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (iii) 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 the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution for the time being in force; and
- (iv) (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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (d)]

[Resolution 7]

By Order of the Board

Allan Tan
Company Secretary

11 April 2025

Explanatory Notes:

- (a) In relation to Ordinary Resolution 2, pursuant to Regulation 95 of the Constitution, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire by rotation. Mr. Robin Stevens has been nominated by the Nominating Committee and approved for re-election by the board of Directors (“**Board**”). He has consented for re-election, and will, upon re-election as a Director, remain as the Lead Independent and Non-Executive Director of the Company, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee. There are no relationships (including family relationships) between Mr. Robin Stevens and the other Directors, the Company, and its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Robin Stevens to be independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information (including information as required pursuant to Rule 720(5) of the Catalist Rules) of Mr. Robin Stevens can be found under the sections entitled “Board of Directors” and “Corporate Governance Report” in the Company’s annual report for the financial year ended 31 December 2024 (“**Annual Report 2024**”).

- (b) In relation to Ordinary Resolution 3, pursuant to Regulation 95 of the Constitution, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire by rotation. Mr. Lim In Chong has been nominated by the Nominating Committee and approved for re-election by the Board. He has consented for re-election, and will, upon re-election as a Director, remain as a Non-Independent and Non-Executive Director of the Company. Detailed information (including information as required pursuant to Rule 720(5) of the Catalist Rules) of Mr. Lim In Chong can be found under the sections entitled "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2024.
- (c) In relation to Ordinary Resolution 4, pursuant to Regulation 94 of the Constitution, any person appointed as an additional Director or to fill a casual vacancy shall hold office only until the next AGM and shall be eligible for re-election. Ms. Randell Leong having been appointed to fill a vacancy is eligible and has consented for re-election. Upon re-election, she will remain as an Independent and Non-Executive Director of the Company, Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee. There are no relationships (including family relationships) between Ms. Randell Leong and the other Directors, the Company, and its related corporations, its officers or its substantial shareholders, which may affect her independence. The Board considers Ms. Randell Leong to be independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information (including information as required pursuant to Rule 720(5) of the Catalist Rules) of Ms. Randell Leong can be found under the sections entitled "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2024.
- (d) Under the Catalist Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable the directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the total number of issued shares 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 convertibles securities issued other than on a pro-rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings).

Ordinary Resolution 6, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.

Notes on AGM:

1. The AGM of the Company will be held, in a wholly physical format, at the Galangal Room, Level 4, Village Hotel Katong, 25 Marine Parade Road, Singapore 449536 on Tuesday, 29 April 2025 at 10.00 a.m. (Singapore time). **There will be no option for shareholders of the Company to participate virtually or electronically.** This Notice of AGM (and the Proxy Form) will also be published on the Company's website at the URL <https://www.annica.com.sg> and the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Members who wish to request for a printed copy of the Company's Annual Report 2024 may do so by completing and submitting the Request Form, which is available on the Company's website at the URL <https://www.annica.com.sg> and the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>. The duly completed Request Form may be submitted either via email to agm2025@annica.com.sg or by post to the Company's registered office at 40 Ubi Crescent, #01-01 Ubi Techpark, Singapore 408567, in each case, no later than 21 April 2025. A printed copy of the Annual Report will be mailed to you within five (5) working days upon receiving your request.

2. Shareholders of the Company ("Shareholders") (including Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors) may participate in the AGM by: (a) attending the AGM in person; (b) submitting questions to the Chairman of the meeting in advance of and at the AGM; and/or (c) voting at the AGM (i) themselves; or (ii) through duly appointed proxy(ies). For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the meeting) to attend, speak and/or vote at the AGM on their behalf.
3. Details of the steps for registration, submission of questions and voting at the AGM by Shareholders, including CPF and SRS investors, are set out in **Appendix A** to this announcement. In particular, CPF and SRS investors who wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the meeting as their proxy in respect of their shares held by such CPF Agent Banks or SRS Operators should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. (Singapore time) on 18 April 2025 (i.e. seven (7) working days before the date and time set for the AGM).
4. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate and vote in the AGM. Where a member appoints more than one (1) proxy, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.
5. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is normally entitled to appoint more than two (2) proxies to participate in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which a proxy has been appointed shall be specified in the Proxy Form.
6. Persons who hold the Company's shares through Relevant Intermediaries, other than CPF and SRS investors, and who wish to participate in the AGM by: (a) attending the AGM in person; (b) submitting questions to the Chairman of the meeting in advance of, or at, the AGM; and/or (c) voting at the AGM (i) themselves; or (ii) by appointing the Chairman of the meeting as proxy in respect of their shares held by such Relevant Intermediaries, should contact their respective Relevant Intermediary as soon as possible in order for the necessary arrangements to be made.

7. All voting, if carried out by way of Proxy Forms appointing the Chairman as proxy, must be directed.
8. The duly executed Proxy Form appointing the Chairman as proxy must be (a) emailed to the Company at main@zicoholdings.com or (b) sent by post to 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 any event not later than seventy-two (72) hours before the time set for the AGM.
9. The Proxy Form appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form appointing a proxy is executed by a corporation, it must be executed either under its common seal or under hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form appointing a proxy.
10. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the date and time set for the AGM for the depositor to be entitled to participate in and vote at the AGM.

Personal Data Privacy Terms:

By submitting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed 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 for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

*This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This notice 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 Ms Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

APPENDIX A

Steps for registration, submission of questions and voting at the annual general meeting of the Company for the financial year ended 31 December 2024 (“AGM”)

The AGM will be held, in a wholly physical format, at Galangal Room, Level 4, Village Hotel Katong, 25 Marine Parade Road, Singapore 449536 on Tuesday, 29 April 2025 at 10.00 a.m. (Singapore time). **There will be no option for shareholders to participate virtually or electronically.** Shareholders of the Company (“Shareholders”) (including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors) may participate in the AGM by: (a) attending the AGM in person; (b) submitting questions to the Chairman of the meeting in advance of, or at, the AGM; and/or (c) voting at the AGM (i) themselves; or (ii) through duly appointed proxy(ies). For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the meeting) to attend, speak and/or vote at the AGM on their behalf.

No.	Steps	Details
1.	Register in person to attend the AGM	<p>Shareholders (including CPF and SRS investors) and (where applicable) duly appointed proxies can attend the AGM in person.</p> <p>To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Registration will commence at 9.00 a.m. (Singapore time) on that day. Please bring along your NRIC/passport to enable the Company to verify your identity.</p>
2.	Submit questions in advance of, or at, the AGM	<p>Submission of substantial and relevant questions in advance of the AGM: Shareholders (including CPF and SRS investors) can submit questions that are substantial and relevant to the resolutions tabled for approval at the AGM to the Chairman of the meeting in advance of the AGM, in the following manner:</p> <p>(a) via email to agm2025@annica.com.sg; or</p> <p>(b) by post to the Company’s registered address at 40 Ubi Crescent, #01-01 Ubi Techpark, Singapore 408567.</p> <p>Shareholders who submit questions via email or by post must provide the Company with the following details:</p> <ul style="list-style-type: none"> the Shareholder’s full name; the Shareholder’s address; and the manner in which the Shareholder holds shares in the Company (e.g., via CDP, CPF/SRS and/or scrip). <p>Deadline to submit questions in advance of the AGM: All questions submitted in advance of the AGM via any of the above channels must be received by 10.00 a.m. (Singapore time) on Monday, 21 April 2025 (the “Submission of Questions Deadline”).</p> <p>Asking substantial and relevant questions at the AGM: Shareholders (including CPF and SRS investors) and (where applicable) duly appointed proxies can also ask the Chairman of the meeting questions that are substantial and relevant to the resolutions tabled for approval at the AGM, at the AGM itself.</p> <p>Addressing questions: The Company will address all substantial and relevant questions received from Shareholders by the Submission of Questions Deadline by publishing its responses on the Company’s corporate website at the URL https://www.annica.com.sg and the SGXNet at the URL https://www.sgx.com/securities/company-announcements by no later than Tuesday, 23 April 2025 at 10:00 a.m. (Singapore time) (i.e. no later than 72 hours prior to the deadline for the submission of instruments appointing a proxy(ies)). The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the Submission of Questions Deadline which have not already been addressed prior to the AGM at the AGM itself.</p> <p>Where substantially similar questions have been received, the Company will consolidate such questions for a single response, and consequently not all questions will be individually addressed.</p>

No.	Steps	Details
		<p>Minutes of AGM: The Company will publish the minutes of the AGM on the Company's corporate website and the SGXNet within one (1) calendar month from the date of the AGM, and the minutes will include the responses to substantial and relevant questions raised by Shareholders which are addressed during the AGM.</p>
3.	Vote, or submit instruments appointing a proxy(ies) to vote, at the AGM	<p>Voting: Shareholders can vote at the AGM themselves or through duly appointed proxy(ies).</p> <p>Appointment of Proxy: Shareholders who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies).</p> <p>Submission of instruments appointing a proxy(ies): The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:</p> <p>(a) (if submitted electronically) via email to main@zicohodings.com;</p> <p>(b) (if submitted by post) lodged with the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,</p> <p>in any case no later than seventy-two (72) hours before the time set for the AGM, being 26 April 2025 at 10.00 a.m. (Singapore time).</p> <p>A Shareholder who wishes to submit an instrument appointing a proxy(ies) by post or email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the Company's corporate website at the URL https://www.annica.com.sg or from SGXNet at the URL https://www.sgx.com/securities/company-announcements, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.</p> <p>Deemed revocation of proxy appointment if shareholder attends the AGM in person: Completion and submission of the instrument appointing a proxy(ies) by a Shareholder will not prevent a Shareholder from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed revoked if the shareholder attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed as proxy/proxies to the meeting.</p> <p>CPF and SRS investors:</p> <p>(a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or</p> <p>(b) may appoint the Chairman of the meeting as proxy to vote on their behalf at the AGM in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the meeting to vote on their behalf by the cut-off date at 10.00 a.m.(Singapore time) on 18 April 2025.</p> <p>Shareholders who hold shares through Relevant Intermediaries:</p> <p>(a) may vote at the AGM if they are appointed proxy by their respective Relevant Intermediaries, and should contact their respective Relevant Intermediaries if they have any queries regarding their appointment as proxy; or</p> <p>(b) may request their respective Relevant Intermediaries to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in either case, they should approach their respective Relevant Intermediaries by 18 April 2025, (i.e. at least seven (7) working days before the AGM).</p>