

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sinostar PEC Holdings Limited (the “**Company**”) will be held at Suntec Singapore Convention & Exhibition Centre, Level 3, Room 332, 1 Raffles Boulevard, Singapore 039593 on Wednesday, 24 April 2024 at 10.30 a.m. for the purpose of transacting the following businesses:

## As Ordinary Business:

1. To receive and adopt the Directors’ Report and Audited Accounts for the financial year ended 31 December 2023 and the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final exempt (one-tier) dividend of SGD 0.5 cents per share for the financial year ended 31 December 2023. **(Resolution 2)**
3. To re-elect the following Directors who are retiring by rotation pursuant to Article 104 of the Company’s Articles of Association.  

Chen Seow Phun, John	(See Explanatory Note 2)	<b>(Resolution 3)</b>
Jiang Xinglu	(See Explanatory Note 3)	<b>(Resolution 4)</b>
Liu Xiaoyan	(See Explanatory Note 4)	<b>(Resolution 5)</b>
4. To approve the payment of Directors’ Fees of S\$262,000 (2023: S\$262,000) for the financial year ending 31 December 2024, to be paid quarterly in arrears. **(Resolution 6)**
5. To re-appoint CLA Global TS Public Accounting Corporation as independent auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

## As Special Business:

To transact any other ordinary business which may properly be transacted at an annual general meeting.

6. Renewal of shareholders’ mandate for interested person transactions

“That:

approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), for the renewal of the mandate for interested person transactions (the “**IPT General Mandate**”) which has been amended to incorporate certain changes including the revised individual and aggregate thresholds, particulars of which are set out in the Circular or any of them to enter into any of the transactions falling within the types of the interested person transactions described in the Circular; the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the next Annual General Meeting of the Company; and the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.” (See appendix) **(Resolution 8)**

7. Authority to allot and issue shares in the capital of the Company (“**Shares**”) – Share Issue Mandate

“That, pursuant to Section 161 of the Companies Act 1967 (that “**Act**”) and Rule 806 of the Listing Manual (the “**Listing Manual**”) of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (A) (i) issue Shares in the Company whether by way of rights, bonus or otherwise; and/or

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- (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 shall in their absolute discretion deem fit; and
- (B) (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 Resolution was in force, provided that:
- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed ten per cent. (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as at the time of passing of this Resolution);
  - (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company 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 exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; 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 Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
  - (4) 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 of the Company or the date by which the next annual general meeting is required by law to be held, whichever is the earlier."  
(See Explanatory Note 5) **(Resolution 9)**

By Order of the Board

Tan Chee How  
Company Secretary  
Singapore, 9 April 2024

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## Explanatory Notes:

1. Detailed Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Dr Chen, Mr Jiang Xinglu and Mr Liu Xiaoyan can be found under the section entitled 'Board of Directors' in the Annual Report.
2. Dr Chen Seow Phun, John is Lead Independent Non-Executive Director of the Company. He also serves as the Chairman of the Remuneration Committee, a member of Audit committee and Nominating Committee Upon his re-election, Dr Chen will continue to serve as Chairman of the Remuneration Committee, a member of Audit committee and Nominating Committee. Dr Chen will be considered as an Independent Director of the Company. for the purposes of Rule 704(8), The detailed information Pursuant to Rule 720(6) of the Listing Manual of Dr Chen Seow Phun, John can be found under the section entitled 'Board of Directors' in the Annual Report.
3. Mr Jiang Xinglu is a Independent Non-Executive Director of the Company. He also serves as the Chairman of the Audit Committee, a member of Nominating committee and Remuneration Committee Upon his re-election, Mr Jiang will continue to serve as Chairman of the Audit Committee, a member of Nominating committee and Remuneration Committee. Mr Jiang will be considered as an Independent Director of the Company. for the purposes of Rule 704(8), The detailed information Pursuant to Rule 720(6) of the Listing Manual of Mr Jiang Xinglu can be found under the section entitled 'Board of Directors' in the Annual Report.
4. Mr Liu Xiaoyan is a Independent Non-Executive Director of the Company. Mr Liu will be considered as an Independent Director of the Company for the purposes of Rule 704(8), The detailed information Pursuant to Rule 720(6) of the Listing Manual of Mr Liu Xiaoyan can be found under the section entitled 'Board of Directors' in the Annual Report.
5. The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time the Ordinary Resolution 9 is passed.

## Personal Data Privacy

By submitting a proxy form 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, 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, 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.

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## Notes:

1. The members of the Company are invited to attend physically at the Annual General Meeting (“AGM”). There will be no option for shareholders to participate virtually. Printed copy of this notice and the accompanying proxy form will be sent to members. These documents will also be published on the Company’s website at the <http://www.sinostar-pec.com/html/ir.php> and is also made available on SGXNet at the URL [https://www.sgx.com/securities/ company-announcements](https://www.sgx.com/securities/company-announcements).
2. Members may participate in the AGM by:
  - a. (a) attending the AGM in person;
  - b. (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - c. (c) voting at the AGM
    - (i) themselves personally; or
    - (ii) through their duly appointed proxy(ies).

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 April 2024, being seven (7) working days prior to the date of the AGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the AGM.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at 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 each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, 1967:

- (a) a banking corporation licensed under the Banking Act 1970, 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;
  - (b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
5. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

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6. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
- (a) If submitted by post, be lodged at the Company's Share Registrar, 30 Cecil Street, #19-08 Prudential Tower Singapore 049712
  - (b) If submitted electronically, be submitted via email to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia)

In either case, by 10.30 a.m. on 22 April 2024, being no later than 48 hours before the time set for the AGM.

7. The Chairman of the AGM, as proxy, need not be a member of the Company.
8. Members 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 17 April 2024:
- (a) by email to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia)
  - (b) by post to the registered office of the Company's Share Registrar at 30 Cecil Street, #19-08 Prudential Tower Singapore 049712

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 by 19 April 2024 after trading hours.

9. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM, together with responses to subsequent clarifications sought or follow-up questions raised by shareholders in respect of substantial and relevant matters on SGXNet and the Company's website.