# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("**AGM**") of Pasture Holdings Ltd. (the "**Company**") will be held at NTU@one-north, Executive Centre, Level 9, Seminar Room 902, 11 Slim Barracks Rise, Singapore 138664 on Thursday, 22 October 2026 at 10.00 a.m. to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2026 together with the Directors' Statement and Independent Auditor's Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of S$149,500.00 for the financial year ending 30 June 2027, to be paid half-yearly in arrears (FY2026: S$149,500.00). **(Resolution 2)**

3. To re-elect Mr. Soong Chin Kum Jonathan Lloyd who is retiring pursuant to Regulation 111 of the Company's Constitution. **(Resolution 3)**

   [*See Explanatory Note (i)*]

4. To re-elect Mr. Lim Jit Soon who is retiring pursuant to Regulation 111 of the Company's Constitution. **(Resolution 4)**

   *Mr. Lim Jit Soon will, upon re-election as a Director of the Company, continue to serve as the Non-Executive and Lead Independent Director, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. Mr. Lim Jit Soon shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.*

   [*See Explanatory Note (i)*]

5. To re-appoint Messrs RSM SG Assurance LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

6. To transact any other ordinary business which may be properly transacted at an AGM.

## AS SPECIAL BUSINESS

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

7. **Authority to allot and issue shares and convertible securities** **(Resolution 6)**

   (a) That pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

      (i) issue and allot shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise;

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares including but not limited to the creation and issue of options, warrants, debentures, convertible securities or other instruments convertible into Shares;

(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

(b) (notwithstanding that the authority conferred by the shareholders may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

(i) 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 of the Company, 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 of the Company.

For the purpose of this resolution, the total number of issued Shares excluding treasury shares and subsidiary holdings is 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:

(a) new Shares arising from the conversion or exercise of convertible securities, or

(b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and

(c) any subsequent bonus issue, consolidation or subdivision of the Shares, and

any adjustments in accordance with sub-paragraphs (i)(a) and (i)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution;

(ii) 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 is waived by the SGX-ST) and the Constitution of the Company; and

(iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM 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 (ii)*]

8. **Authority to issue shares under Pasture Performance Share Plan** **(Resolution 7)**

That the Directors of the Company be authorised and empowered to offer and grant awards under the Pasture Performance Share Plan (the **"Plan"**) and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan and such other share-based incentive schemes shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

[*See Explanatory Note (iii)*]

9. **Renewal of the Shareholders' General Mandate for Interested Person Transactions** **(Resolution 8)**

That for the purposes of Chapter 9 of the Catalist Rules:

(a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" within the meaning of Chapter 9 of the Catalist Rules, or any of them to enter into any of the transactions falling within the categories of Mandated Transactions described in the Appendix to the Annual Report dated 7 October 2026 (the "**Appendix**") with any Mandated Interested Person described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such interested person transactions as set out in the Appendix (the "**IPT General Mandate**");

(b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM is required by law to be held, whichever is the earlier; and

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(c) the Directors of the Company and/or any of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the IPT General Mandate and/or this resolution.

[*See Explanatory Note (iv)*]

BY ORDER OF THE BOARD

Peck Jen Jen
Company Secretary
7 October 2026

**Explanatory Note:**

(i) Detailed information on Mr. Soong Chin Kum Jonathan Lloyd and Mr. Lim Jit Soon who are proposed to be re-elected as Directors of the Company can be found under sections "Board of Directors" and "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report for the financial year ended 30 June 2026.

(ii) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the issued share capital of the Company, excluding treasury shares and subsidiary holdings, at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

(iii) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of this AGM until 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 such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company and such other share-based incentive scheme up to a number not exceeding in total (for the entire duration of the Plan) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

(iv) The Ordinary Resolution 8 proposed in item 9 above, if passed, will renew the IPT General Mandate for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" within the meaning of Chapter 9 of the Catalist Rules, or any of them to enter into certain types of transactions with specified classes of the Interested Persons set out in the Appendix. This authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM is required by law to be held, whichever is the earlier. More details on the renewal of the IPT General Mandate can be found in the Appendix.

**Notes:**

1. The AGM is being convened and will be held physically at NTU@one-north, Executive Centre, Level 9, Seminar Room 902, 11 Slim Barracks Rise, Singapore 138664. **There will be no option for members to participate virtually.**

2. Electronic copies of the Annual Report which include its Appendix to members, Notice of AGM, Proxy Form and Request Form are available to members via publication on the Company's website at pasturegroup.com/investor-relations and the SGX website at https://www.sgx.com/securities/company-announcements.

   Printed copies of the Annual Report will not be sent to members. For members who prefer to receive a printed copy of the Annual Report, please refer to the Request Form on how to make a request.

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3. Members (including CPFIS and 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 personally; or

      (ii) through their duly appointed proxy(ies).

   CPFIS and SRS investors who wish to appoint the Chairman of the Meeting (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 7 below for details.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead at the AGM.

   (b) 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 held by such member in relation to which each proxy has been appointed shall be specified in the proxy form.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

5. A proxy need not be a member of the Company.

6. 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 is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote at his discretion.

7. CPFIS/SRS investors who hold shares through CPF Agent Banks/SRS Operators:

   (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or

   (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least 7 working days prior to the date of AGM i.e. **by 10.00 a.m. on 13 October 2026**.

8. Submission of instrument of proxy or proxies ("**Proxy Form**") – **By 10.00 a.m. on 19 October 2026**

   The Proxy Form must be submitted through any one of the following means:

   (a) if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place #26-01 Republic Plaza, Singapore 048619; or

   (b) if submitted electronically, be submitted via contact@pasturegroup.com.

   in either case, **by 10.00 a.m. on 19 October 2026**, being not less than 72 hours before the time appointed for holding the Meeting (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

9. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the Company **before 10.00 a.m. on 19 October 2026** as a valid instrument as the member's proxy to attend, speak and vote at the Meeting if: (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment by 10.00 a.m. on 19 October 2026.

10. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

11. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.

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12. Submission of questions by members in advance of the AGM – **By 14 October 2026**

    (a) Members may also submit questions related to the resolutions to be tabled for approval at the AGM. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company ("**Shares**"), must be submitted no later than **14 October 2026** via contact@pasturegroup.com or by post to the registered office of the Company at 2 Corporation Road, #03-04/05 Corporation Place, Singapore 618494.

    (b) The Company will publish the responses to substantial and relevant questions on the SGX website at https://www.sgx.com/securities/company-announcements and the Company's website at pasturegroup.com/investor-relations not later than **10.00 a.m. on 17 October 2026**, being at least 48 hours before the closing date and time for the lodgement of proxy forms.

    (c) The Company will endeavour to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses to Q&A at the Meeting itself. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.

    (d) Minutes of AGM - The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

13. Members are reminded to check the Company's website at pasturegroup.com/investor-relations and on the SGX website at https://www.sgx.com/securities/company-announcements for the latest updates on the status of the AGM.

Personal data privacy:

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 in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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.

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This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Notice has not been examined or approved by Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this document, 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. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.