

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting (“**AGM**”) of Advanced Holdings Ltd. (the “**Company**”) will be held at Kent Ridge Guild House, 9 Kent Ridge Drive Singapore 119241 on **Friday, 26 April 2024 at 10.00 a.m.** to transact the businesses set out below.

This Notice has been made available on SGXNet and the Company’s website and may be accessed at the URL <https://advancedholdings.com/media/news/>.

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Statement and the Auditors’ Report of the Company. **(Resolution 1)**

2. To re-elect as a Director, Dr Wong Kar King, who is retiring under Rule 720(4) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”).

Dr Wong Kar King will, upon re-election as a Director of the Company, remain as the Managing Director. **(Resolution 2)**

3. To re-elect as a Director, BG (RET) Lim Yeow Beng, who is retiring under Article 91 of the Company’s Constitution.

BG (RET) Lim Yeow Beng will, upon re-election as a Director of the Company, remain as an Independent Director. With effect from 26 April 2024 after conclusion of the AGM, BG (RET) Lim Yeow Beng will be redesignated as the Independent and Non-Executive Chairman, the Chairman of the Nominating Committee and a member of each of the Audit Committee and the Remuneration Committee. The Board considers BG (RET) Lim Yeow Beng to be independent for the purposes of Rule 704(7) of the Catalist Rules. **(Resolution 3)**

4. To note that Mr Lim Boon Cheng and Dr Ho Choon Hou will be retiring pursuant to Regulation 91 of the Company’s Constitution and will not be seeking re-election.

5. To approve directors’ fees of \$143,198.00 for the financial year ending 31 December 2024, to be paid quarterly in arrears. **(Resolution 4)**

6. To re-appoint Messrs Nexia Singapore PAC as the Auditors of the Company, to hold office until the conclusion of the next annual general meeting and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

7. To transact any other business that may be transacted at an annual general meeting.

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SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modifications), of which Resolutions 6 and 7 will be proposed as Ordinary Resolutions and Resolution 8 will be proposed as a Special Resolution:

ORDINARY RESOLUTION

8. Share Issue Mandate

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

- (a) (i) issue shares in 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 or 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, for such purposes and to such persons as the Directors of the Company may 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 Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided always that:

- (I) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall 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 to be issued other than on a pro rata basis to the Shareholders of the Company shall 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);
- (II) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (I) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the Company at the time of the passing of this Resolution, after adjusting for:

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- (aa) new shares arising from the conversion or exercise of any convertible securities which are issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (bb) new shares arising from exercising share options or vesting of share awards which are issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Catalist Rules; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of shares;
- (III) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (IV) 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 of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (i)]

(Resolution 6)

All capitalised terms in the Resolutions 7 and 8 below and defined in the Letter to Shareholders of the Company dated 4 April 2024 (the “Letter”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Letter.

9. Proposed Diversification

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business to include the Proposed New Business; and
- (b) the Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

[See Explanatory Note (ii)]

(Resolution 7)

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SPECIAL RESOLUTION

10. Adoption of New Constitution

That:

- (a) the regulations contained in the New Constitution submitted to this meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider expedient or necessary to give effect to this Resolution.

[See Explanatory Note (iii)]

(Resolution 8)

By Order of the Board

Dr Wong Kar King
Managing Director
4 April 2024

Explanatory Note:

- (i) Ordinary Resolution 6 in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting 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, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) 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.

- (ii) Ordinary Resolution 7 set out in item 9 above is to approve the proposed diversification into the Proposed New Business. Please refer to the Letter to Shareholders dated 4 April 2024 for more details on the proposed diversification.
- (iii) Special Resolution 8 set out in item 10 above is to adopt a new Constitution for the Company to confirm with the wide-ranging changes to the Companies Act 1967 introduced pursuant to the Companies (Amendment) Act 2014, the Companies (Amendment) Act 2017, as well as the prevailing SGX listing rules and other regulatory requirements. Please refer to the Letter to Shareholders dated 4 April 2024 for more details on the new Constitution.

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Notes:

(1) The AGM will be held in a wholly physical format, at Kent Ridge Guild House, 9 Kent Ridge Drive Singapore 119241 on Friday, 26 April 2024 at 10.00 a.m. There will be no option for shareholders to participate virtually. Printed copies of this Notice of AGM and the Proxy Form will be sent by post to shareholders. These documents will also be uploaded on SGXNet and may also be accessed at the Company's website at the URL <https://advancedholdings.com/media/news/>.

(2) A member may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 11.59 p.m. on 12 April 2024:

(a) in hard copy by sending personally or by post and lodging the same at the registered office of the Company at 21 Woodlands Close, #06-23 Primz Bizhub, Singapore 737854; or

(b) by email to general.meetings@advancedholdings.com.

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

(a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;

(b) the member's NRIC/Passport/UEN number;

(c) the member's contact number and email address; and

(d) the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members before 11.59 p.m. on 12 April 2024 by 19 April 2024 via an announcement to be published on the Company's website at the URL <https://advancedholdings.com/media/news/> and SGXNet.

(3) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument, failing which the nomination shall be deemed to be alternative.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. Where the number and class of shares in relation to each proxy is not specified, it will be assumed that each proxy is appointed in relation to an equal number of shares divided amongst the proxies.

(4) A proxy need not be a member of the Company.

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

(a) if sent personally or by post, be deposited at the registered office of the Company at 21 Woodlands Close, #06-23 Primz Bizhub, Singapore 737854; or

(b) if submitted by email, be received by the Company at general.meetings@advancedholdings.com,

in any case, not less than 48 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

(6) If sent personally or by post, the instrument a proxy(ies) of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing a proxy(ies) of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

(7) Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:

(a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or

(b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

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- (8) In the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- (9) Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967, including CPF and SRS investors, and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by (a) voting at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (b) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 16 April 2024.
- (10) The Annual Report for the financial year ended 31 December 2023 may be accessed at the Company's website at the URL <https://advancedholdings.com/investors/annual-report/> under "Annual Report 2023". The Annual Report has also been made available on SGXNet.

Personal Data Protection:

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, or submitting any details of Relevant Intermediary Participants in connection with the AGM, 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), the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), the publication of the names and comments of the members at the AGM 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.