



NOTICE OF 54TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 54th Annual General Meeting of Lion Asiapac Limited (the “Company”) will be held at The Conference Room, 10 Arumugam Road, #10-00 LTC Building A, Singapore 409957 on Wednesday, 30 October 2024 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

- To receive and adopt the Directors’ Statement, Audited Financial Statements for the financial year ended 30 June 2024 and the Independent Auditor’s Report thereon. **Ordinary Resolution 1**
- To re-elect Mr Sam Chong Keen, a director retiring pursuant to Article 98 of the Constitution of the Company and who, being eligible, offers himself for re-election. **Ordinary Resolution 2**
- To re-elect Mr Koong Lin Loong, a director retiring pursuant to Article 104 of the Constitution of the Company and who, being eligible, offers himself for re-election. **Ordinary Resolution 3**
- To re-elect Ms Lim Mooi Lang, a director retiring pursuant to Article 104 of the Constitution of the Company and who, being eligible, offers herself for re-election. **Ordinary Resolution 4**
- To approve the payment of S\$111,000 as directors’ fees for the financial year ended 30 June 2024 (2023: S\$107,500). **Ordinary Resolution 5**
- To re-appoint RSM SG Assurance LLP as Auditors of the Company and to authorise the directors to fix their remuneration. **Ordinary Resolution 6**

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without any amendments, the following resolutions as ordinary resolutions:

- General Mandate for Directors to Issue Shares and Instruments** **Ordinary Resolution 7**

“That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”), authority be and is hereby given to the directors of the Company to:

 - issue shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise); or
 - 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) 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 may in their absolute discretion deem fit; and

(b) (notwithstanding that 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 is 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) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time that this Resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company for the time being; and
 - (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 Annual General Meeting (“AGM”) of the Company or the date on which the next AGM of the Company is required by law to be held, whichever is earlier.”
- Proposed Renewal of Interested Person Transactions Mandate** **Ordinary Resolution 8**

“That:

 - approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered “entities at risk” under Chapter 9 of the Listing Manual of the SGX-ST or any of them, to enter into any of the transactions falling within the categories of interested person transactions set out in pages 93 and 94 of the Company’s 2024 Annual Report (the “Annual Report”), with the interested persons described in pages 92 and 93 of the Annual Report, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the methods and procedures for interested person transactions as set out in pages 94 to 99 of the Annual Report (the “IPT Mandate”);
 - the IPT 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 on which the next AGM of the Company is required by law to be held, whichever is earlier;
 - the Audit Committee of the Company be and is hereby authorised to take such actions as it deems proper in respect of the methods and procedures for the IPT Mandate and/or to modify or implement such methods and procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
 - 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 may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

By Order of the Board

Gan Chi Siew
Company Secretary
Singapore
11 October 2024

Explanatory Notes:

Ordinary Resolution 2 – Subject to his re-election, Mr Sam Chong Keen will be re-designated as a non-executive director and cease to be Chairman of the Board, Audit Committee, Nominating Committee and Remuneration Committee. Please refer to the “Additional Information on Directors Seeking Re-election” section in the Annual Report for more information.

Ordinary Resolution 3 – Subject to his re-election, Mr Koong Lin Loong, an independent director, will continue to serve as a member of the Audit Committee, Nominating Committee and Remuneration Committee. Please refer to the “Additional Information on Directors Seeking Re-election” section in the Annual Report for more information.

Ordinary Resolution 4 – Subject to her re-election, Ms Lim Mooi Lang, a non-executive director, will continue to serve as a member of the Audit Committee, Nominating Committee and Remuneration Committee. Please refer to the “Additional Information on Directors Seeking Re-election” section in the Annual Report for more information.

Note – In relation to the retirement of directors by rotation at the 54th Annual General Meeting, Mr Lee Whay Keong is also due to retire by rotation and he has given notice to the Company that he does not wish to be re-elected to office thereat. Mr Lee will retire as a non-executive director and cease to be a member of the Audit Committee, Nominating Committee and Remuneration Committee.

Ordinary Resolution 7 – If passed, will empower the directors of the Company, from this AGM until the date of the next AGM, to issue Shares and Instruments in the Company up to a number not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20% for issues other than on a pro rata basis to shareholders of the Company.

Ordinary Resolution 8 – If passed, will enable the Group, from this AGM until the date of the next AGM, to enter into certain recurring interested person transactions as described on pages 92 and 93 of the Annual Report and will empower the directors to do all acts necessary to give effect to the IPT Mandate.

Important Notes:

Printed copies of the notice of AGM and the accompanying Proxy Form will be sent by post to members. These documents, together with the Company’s 2024 Annual Report, will be published on the Company’s website at <http://www.lionasiapac.com/index.php/investors> and the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements>.

A member may request for a printed copy of the 2024 Annual Report by completing and returning the request form by post or by email to main@zicoholdings.com.

Submission of Questions in Advance:

Members (including CPF and SRS Investors) may submit questions relating to the business of the AGM in advance (i) at <http://www.lionasiapac.com/index.php/contact-lap> or (ii) by post to the registered office of the Company at 10 Arumugam Road #10-00 LTC Building A, Singapore 409957. All questions must be submitted by 11.00 a.m. on 21 October 2024.

A member who wishes to submit his/her/its questions by post is required to indicate his/her/its full name (for individuals)/company name (for corporates), NRIC/passport number/company registration number, contact number, shareholding type and number of shares held together with his/her/its submission of questions, to the office address provided.

The Company will endeavour to address the substantial and relevant questions prior to and/or at the AGM. The responses to questions from members will be posted on the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <http://www.lionasiapac.com/index.php/sgx-announcements> as soonest possible before the AGM, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGX-ST’s website and the Company’s website within one month after the date of the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

Submission of Proxy Forms to Vote:

Members (whether individual or corporate) appointing the Chairman as a proxy to attend, speak and vote at the AGM must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman as proxy will be treated as invalid. A proxy need not be a member of the Company.

The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

The instrument appointing a proxy or proxies, duly executed together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a notarially certified copy of that power of attorney or other authority, must be submitted:

- by post to the registered office of the Company at 10 Arumugam Road, #10-00 LTC Building A, Singapore 409957;
- by post to the office of the Company’s Share Registrar at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- by email to main@zicoholdings.com;

in each case, not less than 72 hours before the time appointed for holding the AGM, i.e. by 11.00 a.m. on 27 October 2024.

Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Intermediaries Act), including CPF and SRS Investors, who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (including CPF Agent Banks and SRS Operators) to submit their voting instructions by 11.00 a.m. on 18 October 2024.

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies), and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder’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 record of questions asked 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, takeover rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) represents and warrants that he/she/it has obtained the prior consent of the individuals appointed as proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such individuals by the Company (or its agents or service providers) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.