PAN HONG HOLDINGS GROUP LIMITED
(Incorporated in Bermuda)
(Company Registration No. 37749)

MINUTES OF ANNUAL GENERAL MEETING
("AGM" OR "MEETING")

PLACE	:	Vibrant 1, Cosmo Bar and Restaurant, Level 1 Dorsett Changi City, 3 Changi Business Park Central 1, Singapore 486037
DATE	:	Friday, 31 July 2026
TIME	:	10.00 a.m.
PRESENT	:	Per the attendance list maintained by the Company.
IN ATTENDANCE	:	Per the attendance list maintained by the Company.
CHAIRMAN	:	Mr Wong Sum
CHAIRMAN OF THE MEETING	:	Mr Ng Keong Khoon ("**Chairman of the Meeting**")

INTRODUCTION & QUORUM

Mr Ng Keong Khoon, the Lead Independent Director, was appointed as the Chairman of the Meeting.

As a quorum was present, the Chairman of the Meeting declared the Meeting open and introduced the Directors present at the Meeting.

NOTICE

The Notice convening the Meeting was taken as read.

VOTING BY WAY OF POLL

The Chairman of the Meeting had been appointed as a proxy by the shareholders and would be voting in accordance with their instructions. All resolutions at this Meeting would be voted by way of poll, in compliance with the requirement of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") that all listed companies conduct voting by poll for all general meetings.

As a rule, observers were not permitted to participate or vote at meetings and were therefore, not permitted to ask questions or propose any motion that comes before the Meeting.

The Chairman of the Meeting informed shareholders that B.A.C.S. Private Limited and CACS Corporate Advisory Pte. Ltd. had been appointed as Polling Agent and Scrutineer respectively.

QUESTIONS & ANSWERS

It was noted that as at the stipulated deadline for submission of questions ahead of the AGM set out in the Notice of AGM (i.e. 10.00 a.m. on 23 July 2026), the Company did not receive any questions from shareholders.

As there were no questions from shareholders at the AGM, the Chairman of the Meeting proceeded with the agenda of the Meeting.

ORDINARY BUSINESS:

ADOPTION OF THE DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 – RESOLUTION 1

The Meeting proceeded to receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 March 2026 together with the Auditors' Report thereon.

The motion for Ordinary Resolution 1 was proposed by the Chairman of the Meeting.

RE-ELECTION OF DIRECTORS – RESOLUTIONS 2 AND 3

The Meeting was informed that Mr Wong Sum and Mr Ng Keong Khoon was retiring as Directors of the Company under Bye-Law 86(1) of the Company's Bye-Laws.

They had signified their consents to continue in office.

Re-election of Mr Wong Sum as a Director – Resolution 2

The motion for Ordinary Resolution 2 was proposed by the Chairman of the Meeting.

Re-election of Mr Ng Keong Khoon as a Director – Resolution 3

As Ordinary Resolution 3 dealt with the re-election of Mr Ng Keong Khoon as a Director of the Company, Mr Tan Kim Swee Bernard was invited to take over the chair of the Meeting on the matter of his re-election.

It was noted that Mr Ng Keong Khoon would, upon re-election as a Director of the Company, remain as chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

The motion for Resolution 3 was proposed by Mr Tan Kim Swee Bernard before he returned the chair to Mr Ng Keong Khoon to resume conduct of the Meeting.

DIRECTORS' FEES – RESOLUTION 4

The Board of Directors ("**Board**") had recommended the payment of Directors' fees of S$116,000/- for the financial year ending 31 March 2027, to be paid quarterly in arrears.

The motion for Resolution 4 was proposed by the Chairman of the Meeting.

RE-APPOINTMENT OF AUDITORS – RESOLUTION 5

The Meeting was informed that the retiring Auditors, BDO Limited, Certified Public Accountants, Hong Kong, and BDO LLP, Public Accountants and Chartered Accountants, Singapore, had expressed their willingness to accept re-appointment.

The motion for Resolution 5 was proposed by the Chairman of the Meeting.

ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business has been received by the Secretaries, the Meeting proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:

SHARE ISSUE MANDATE – RESOLUTION 6

Ordinary Resolution 6 was to authorise the Directors to allot and issue shares pursuant to Rule 806 of the Listing Manual of the SGX-ST. The Meeting noted the text of the resolution set out under item 6 in the Notice of AGM on pages 137 and 138 of the Annual Report.

The motion as set out under item 6 of the Notice of AGM was proposed by the Chairman of the Meeting.

In connection with Ordinary Resolution 6 relating to the Share Issue Mandate, a shareholder asked if the Company had any plan for share issuance such as right issue or share placement, Mr Ngai Ting Fung, the Group Financial Controller, replied that the Share Issue Mandate Share Issue Mandate is a standard ordinary resolution tabled for shareholders' approval at each AGM, in line with market practices. It provides the Board with the authority and flexibility to issue shares ("**Shares**") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options 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 within the approved limits as set out in the Share Issue Mandate, without the need to seek shareholders' approval at a separate general meeting.

Although the Board currently does not have any plan to issue new shares, the Board is of the view that it is in the Company's best interest to obtain shareholders' approval for the Share Issue Mandate for flexibility and cost efficiency. It eliminates the need to convene a separate general meeting for shareholders' approval, if the need to issue shares arises. Nevertheless, should there be any share issuance, the Board would consider the terms and rationale for such issuance in the interest of the Company and its shareholders.

There being no further question, the Chairman of the Meeting proceeded further with the Meeting.

POLLING

Poll procedures were explained by the Scrutineer. After all the completed poll voting slips were handed to representatives of the Scrutineer, the Chairman of the Meeting suggested to take a break at 10.15 a.m. while the Polling Agent and Scrutineer were counting and verifying the votes.

The Meeting was called to order at 10.40 a.m. when the results of the poll for the AGM were ready.

RESULTS OF POLL

Following the tabulation of votes as verified by the Scrutineer, the Chairman of the Meeting announced the results of the poll as follows:

Resolution number	**FOR**		**AGAINST**	
	Votes	**%**	**Votes**	**%**
Ordinary Resolution 1	334,098,144	100	0	0
Ordinary Resolution 2	334,067,644	99.99	30,500	0.01
Ordinary Resolution 3	334,067,644	99.99	30,500	0.01
Ordinary Resolution 4	334,098,144	100	0	0
Ordinary Resolution 5	334,098,144	100	0	0
Ordinary Resolution 6	334,098,144	95.21	16,821,600	4.79

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolutions 1 to 6 carried, and it was:

ORDINARY RESOLUTION 1
- **ADOPTION OF THE DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026**

"RESOLVED THAT the Directors' Report and the Audited Financial Statements for the financial year ended 31 March 2026 together with the Auditors' Report be received and adopted."

ORDINARY RESOLUTION 2
- **DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2027, TO BE PAYABLE QUARTERLY IN ARREARS**

"RESOLVED THAT the Directors' fees of S$116,000/- for the financial year ending 31 March 2027 be approved and that such fee be paid quarterly in arrears."

ORDINARY RESOLUTION 3
- **RE-ELECTION OF MR WONG SUM AS A DIRECTOR**

"RESOLVED THAT Mr Wong Sum be re-elected as a Director of the Company."

ORDINARY RESOLUTION 4
- **RE-ELECTION OF MR NG KEONG KHOON AS A DIRECTOR**

"RESOLVED THAT Mr Ng Keong Khoon be re-elected as a Director of the Company."

ORDINARY RESOLUTION 5
- **RE-APPOINTMENT OF AUDITORS OF THE COMPANY**

"RESOLVED THAT BDO Limited, Certified Public Accountants, Hong Kong, and BDO LLP, Public Accountants and Chartered Accountants, Singapore, be re-appointed as Auditors of the Company at a remuneration to be determined by the Directors."

ORDINARY RESOLUTION 6
- **SHARE ISSUE MANDATE**

"RESOLVED THAT pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be given to the Directors of the Company to issue shares ("**Shares**") whether by way of rights, bonus or otherwise, and/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 to such persons as the Directors may, in their absolute discretion, deem fi t provided that::

(a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fi fty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company ("**Shareholders**") shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company;

(b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (a) above, the percentage 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 capital of the Company as at the date of the passing of this Resolution, after adjusting for:

  (i) new shares arising from the conversion or exercise of convertible securities which were issued and are outstanding or subsisting at the time of the passing of this Resolution;

  (ii) new shares arising from exercising share options or vesting of share awards which were issued and are 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 the Listing Manual of the SGX-ST; and

  (iii) any subsequent bonus issue, consolidation or subdivision of shares;

(c) 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 Bye-Laws for the time being of the Company; and

(d) that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities."

CONCLUSION

There being no other business to transact, the Chairman of the Meeting declared the AGM of the Company closed at 10.45 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Ng Keong Khoon
Chairman of the Meeting