
NOTICE OF EXTRAORDINARY GENERAL MEETING

ASIATIC GROUP (HOLDINGS) LIMITED

(Company Registration No: 200209290R)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Asiatic Group (Holdings) Limited (the “**Company**”) will be convened and held by way of electronic means on 24 March 2022 at 10:30 a.m. for the purposes of considering, and if thought fit, passing, with or without amendments, the resolutions as set out below.

*All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 2 March 2022 (“**Circular**”) to shareholders of the Company (“**Shareholders**”).*

This Notice along with its accompanying proxy form has been made available on SGXNET and the Company’s corporate website which may be accessed at the URL: <https://www.asiatic.com.sg/news/annual-reports.html>. A printed copy of this Notice and the accompanying proxy form will NOT be despatched to Shareholders.

AS SPECIAL RESOLUTION – PROPOSED ADOPTION OF NEW CONSTITUTION

That: -

- (a) the regulations contained in the New Constitution of the Company as set out in Appendix B to the Circular be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing constitution of the Company; and
- (b) the Directors of the Company and each 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 or he may consider expedient, desirable or necessary to give effect to the adoption of the New Constitution and all transactions contemplated and/or authorised by this special resolution.

AS ORDINARY RESOLUTION – PROPOSED CHANGE OF AUDITORS

That:-

- (a) the resignation of EY as auditors of the Company be and is hereby noted and accepted and that FKT, having consented to act, be and is hereby appointed as auditors of the Company in place of EY, with effect from the date of approval of Shareholders of this resolution and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms to be agreed between the Directors and FKT; and
- (b) the Directors of the Company and each 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 or he may consider expedient, desirable or necessary to give effect to the change of Auditors and all transactions contemplated and/or authorised by this ordinary resolution.

[See Explanatory Note]

By Order of the Board

Yoo Loo Ping
Company Secretary
Singapore
2 March 2022

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Explanatory Note:

In accordance with the requirements under Rule 712(3) of the Catalist Rules:

- (a) the outgoing auditors, EY, has confirmed to FKT, by way of its letter dated 21 February 2022, that they are not aware of any professional reasons why FKT should not accept the appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with EY on the Company's FY2021 audited financial statements and/or accounting treatments within the last 12 months;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders and which have not been disclosed in the Circular;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed in Section 3.1 of the Circular. The Proposed Change of Auditors is neither due to audit opinion or search for a favourable opinion, the dismissal of EY nor EY declining to stand for re-appointment, but solely cost considerations; and
- (e) as set out in Sections 3.3 and 3.4 of the Circular, the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of FKT as the new auditors of the Company.

IMPORTANT NOTICE FOR SHAREHOLDERS:

Due to current COVID-19 situation, the Company's EGM is being convened, and will be held, by electronic means pursuant to the provisions of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("Order") and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation titled "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period".

Shareholders should take note of the following arrangements for the EGM:

1 Participation in the EGM via live webcast

The EGM will be conducted only by electronic means, and shareholders will **not** be able to attend the EGM in person. Shareholders will also **not** be able to vote online on the resolutions to be tabled for approval at the EGM. Shareholders may participate in the EGM by:-

- 1.1 Observing and/or listening to the proceedings of the EGM through a "live" webcast comprising both video (audio-visual) and audio-only feeds ("**Live Webcast**");
- 1.2 Submitting questions in relation to any agenda item in this notice of EGM in advance of the EGM; and
- 1.3 Appointing the chairman of the EGM ("**Chairman**") as proxy to vote on their behalf in accordance with their vote instructions.

Details of the steps for pre-registration, pre-submission of questions and voting at the EGM are set out in items (2) to (5) below.

2 Pre-registration for EGM Live Webcast

All Shareholders as well as investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50), including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") ("**Investors**") and who wish to follow the proceedings of the EGM through the Live Webcast must pre-register online at https://conveneagm.sg/AGH_EGM2022 by 21 March 2022, 10:30 a.m. ("**Pre-Registration Deadline**") for verification purposes. Following successful verification, an email with instruction on how to join the Live Webcast will be sent to the registered Shareholders and Investors via email. Shareholders must not forward the email instruction to other persons who are not shareholders and who are not entitled to attend the EGM Live Webcast. This is also to avoid any technical disruptions or overload to the Live Webcast.

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Shareholders and Investors who have pre-registered by the Pre-Registration Deadline but did not receive the aforementioned email by 23 March 2022, 10:30 a.m. should contact the Company by email to contact@asiatic.com.sg.

3 Submission of Questions

Shareholders and Investors will not be able to ask questions during the EGM Live Webcast.

Shareholders and Investors who have questions in relation to any agenda item in this notice of EGM can submit their questions to the Company in advance, by 11 March 2022, 10:30 a.m. ("**Questions Deadline**"), through any of the following means:

- 3.1 Via the pre-registration website at the URL https://conveneagm.sg/AGH_EGM2022;
- 3.2 by email to contact@asiatic.com.sg; or
- 3.3 by post, to be deposited at the Company's registered office at 65 Joo Koon Circle, Singapore 629078.

Shareholders and Investors must identify themselves when posting questions through email or mail by providing the following details:

- (i) Full Name;
- (ii) Contact Telephone Number;
- (iii) Email Address; and
- (iv) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state if you hold your shares through CPF or SRS, or are a relevant intermediary shareholder).

The Company will respond to substantial and relevant questions submitted on or before the Questions Deadline by 19 March 2022 (before trading hours) via an announcement on the SGXNet and the corporate website.

4 Voting at the EGM by appointing Chairman as Proxy (Submit a Proxy Form)

For Investors who hold shares through relevant intermediaries please refer to item (5) for the procedures to vote at the EGM.

Shareholders will only be able to vote at the EGM by appointing the Chairman as proxy to vote on their behalf. Duly completed proxy forms must be submitted through any of the following means not later than 22 March 2022, 10:30 a.m., (being no later than forty-eight (48) hours before the time appointed for holding the EGM):

- 4.1 by email, a copy to contact@asiatic.com.sg; or
- 4.2 by post, be deposited at the Company's registered office at 65 Joo Koon Circle, Singapore 629078.

The proxy form has been made available on SGXNet and the Company's corporate website and may be accessed at the URLs <https://www2.sgx.com/securities/company-announcements> and <https://www.asiatic.com.sg/news/annual-reports.html>. A printed copy of the proxy form will NOT be despatched to shareholders.

In appointing the Chairman of the Meeting as proxy, the Shareholder (whether individual or corporate) must give specific *instructions* as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

5 Voting at the EGM by Relevant Intermediary Investors and CPF/SRS Investors

Relevant Intermediary Investors (including CPF/SRS investors) who wish to appoint Chairman as their proxy to vote at the EGM should not make use of the proxy form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank or SRS Operators to submit their votes by 14 March 2022, 10:30 a.m., being at least seven (7) working days before the EGM.

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In line with the provisions under the Order, no printed copies of the documents and information relating to the EGM (including the Circular, Notice of EGM and proxy form) will be despatched to Shareholders. These documents have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (1) <https://www2.sgx.com/securities/company-announcements>; or
- (2) <https://www.asiatic.com.sg/news/annual-reports.html>.

Personal Data Privacy

"Personal data" in this notice of EGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) an application to pre-register for participation in the EGM via the Webcast; (b) questions relating to the resolutions to be tabled for approval at the EGM; and/or (c) an instrument appointing Chairman of the meeting as proxy to vote at the EGM and/or any adjournment thereof, a member of the Company hereby consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the EGM) for the purposes of, (i) verifying the member's information and processing of the member's application to pre-register to participate in the EGM via the Webcast and providing the member with any technical assistance where possible; (ii) addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member; (iii) the processing and administration by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the EGM) of proxy forms appointing Chairman of the meeting for the EGM (including any adjournment thereof); and (iv) the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the EGM) to comply with any applicable laws, listing rules, regulations and/or guidelines.