SEN YUE HOLDINGS LIMITED

(Company Registration No. 200105909M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sen Yue Holdings Limited (the "**Company**") will be held at 3 Jalan Pesawat, Singapore 619361 on **Friday, 9 January 2026 at 11.00 a.m.** (the "**AGM**" or the "**Meeting**") to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 September 2025 together with the Independent Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of S$335,000 for the financial year ending 30 September 2026, to be paid quarterly in arrears (2025: S$140,000). **(Resolution 2)**

3. To approve the payment of Directors' fee of S$95,726 for the financial year ended 30 September 2025.
[See Explanatory note (i)] **(Resolution 3)**

4. To re-elect Mr. Tay Boon Zhuan as Director of the Company retiring pursuant to Regulation 89 of the Company's Constitution, and who, being eligible, offer himself for re-election, as a Director of the Company.
[See Explanatory note (ii)] **(Resolution 4)**

5. To re-elect Mr. Lay Shi Wei as the Director of the Company retiring pursuant to Regulation 88 of the Company's Constitution, and who, being eligible, offer himself for re-election, as a Director of the Company.
[See Explanatory note (iii)] **(Resolution 5)**

6. To re-elect Mr. Ong Shen Chieh as the Director of the Company retiring pursuant to Regulation 88 of the Company's Constitution, and who, being eligible, offer himself for re-election, as a Director of the Company.
[See Explanatory note (iv)] **(Resolution 6)**

7. To re-elect Mr. Tian Jiping as the Director of the Company retiring pursuant to Regulation 88 of the Company's Constitution, and who, being eligible, offer himself for re-election, as a Director of the Company.
[See Explanatory note (v)] **(Resolution 7)**

8. To re-appoint Messrs PKF-CAP LLP as the Auditors of the Company and authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**

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

SPECIAL BUSINESS

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

10. **Authority to allot and issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 of Singapore ("Companies Act") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("Catalist Rules") of Singapore Exchange Securities Trading Limited ("SGX-ST")**

That, pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

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

provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred percent (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 (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty percent (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 the sub-paragraph (2) below);

(2) (subject to such manner of calculation and adjustments 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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:

(a) new Shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time this Resolution is passed;

(b) new Shares arising from the exercising of share options or vesting of share awards, which were issued and 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.

Adjustments made in accordance with sub paragraph 10(2)(a) or 10(2)(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 and/or subsisting at the time of the passing this Resolution;

(3) 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 has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, the Company's Constitution for the time being; and

(4) unless revoked or varied by the Company in general meeting, such authority conferred shall continue to be 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 (vi)] **(Resolution 9)**

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore
24 December 2025

Explanatory Notes:

(i) Mr. Yap Meng Sing ("**Mr. Yap**") was re-designated to Non-Executive Chairman of the Company upon the conclusion of last AGM held on 21 March 2025. Mr. Tian Jiping ("**Mr. Tian**") was appointed as a Non-Executive Director of the Company on 8 May 2025. Directors' fees of total S$95,726 for the financial year ended 30 September 2025, i.e. SS79,726 and S$16,000 to Mr. Yap and Mr. Tian respectively, has been recommended by the Board.

(ii) Mr. Tay Boon Zhuan ("**Mr. Tay**") will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, and continue to serve as the Chairman of the Audit Committee as well as a member of the Nominating Committee and the Remuneration Committee of the Company. There are no relationships (including family relationships) between Mr. Tay and the other Directors of the Company, the Company, and its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Tay to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(iii) Mr. Lay Shi Wei ("**Mr. Lay**") will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, and continue to serve as the Chairman of the Nominating Committee as well as a member of the Audit Committee and the Remuneration Committee of the Company. There are no relationships (including family relationships) between Mr. Lay and the other Directors of the Company, the Company, and its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Lay to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(iv) Mr. Ong Shen Chieh ("**Mr. Ong**") will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, and continue to serve as the Chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nominating Committee of the Company. There are no relationships (including family relationships) between Mr. Ong and the other Directors of the Company, the Company, and its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Ong to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(v) Mr. Tian will, upon re-election as a Director of the Company, remain as a Non-Independent Non-Executive Director of the Company.

Further detailed information (including information as required pursuant to Rule 720(5) of the Catalist Rules) of the abovementioned Directors can be found in the section entitled "**Board of Directors**", "**Corporate Governance Report**" and "**Directors' Statement**" of the FY2025 Annual Report.

(vi) The Ordinary Resolution 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue under this Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares to be issued other than on a pro-rata basis to all shareholders (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued shares, excluding treasury shares and subsidiary holdings at the time this Resolution is passed.

Notes:

1. The members of the Company are invited to **attend physically** at the AGM. **There will be no option for the members to participate virtually.** Notice of AGM, Proxy Form and the Request Form for members to request for a printed copy of the Annual Report are made available on the Company's corporate website at the URL: https://senyueholdings.com and SGXNet at the URL: https://www.sgx.com/securities/company-announcements. Members who wish to request for printed copies of the Annual Report will need to complete and return the Request Form, by sending it back by post to the address stated on the Request Form to reach by 31 December 2025.

2. Members may submit questions relating to the Annual Report and resolutions set out in the Notice of AGM in advance:

   (a) by email to main@zicoholdings.com; or

   (b) by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

   All questions must be submitted by 31 December 2025.

   Members, including CPF and SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the Company's Share Registrar address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding CPF and SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

   The Company will endeavour to address the substantial and relevant questions from members soonest possible and in any case, not later than forty-eight (48) hours before the closing date and time for the lodgement of Proxy Forms. The responses to questions from members will be posted on the SGXNet and the Company's website. Any subsequent clarifications sought by the members after 31 December 2025 will be addressed at the AGM. The minutes of the AGM will be published on the SGXNet and the Company's website within one (1) month after the date of the AGM.

3. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

   A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend 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 one proxy, the number of Shares 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 of the Companies Act.

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

5. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:

   (a) by email to main@zicoholdings.com; or

   (b) by post to the Company's Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,

   in each case, not less than seventy-two (72) hours before the time appointed for holding the AGM, i.e. by 11.00 a.m. on 6 January 2026.

   A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

6. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.

7. Persons who hold Shares through relevant intermediaries (including CPF and SRS investors) and wish to exercise their votes should approach their respective relevant intermediaries (which would include CPF and SRS operators) through which they hold such Shares at least seven (7) working days before the AGM (i.e 29 December 2025) to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form for appointment of proxy to vote on their behalf by 11.00 a.m. on 6 January 2026.

8. A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at seventy-two (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 (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM of the Company in accordance with this Notice, 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 the appointment of proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), 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, (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions, (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities, and (v) 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 the 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 the statements or opinions made or reports contained in this Notice.*

The contact person for the Sponsor is Ms. Tay Sim Yee, at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542, telephone (65) 6232 3210.