

COLIWOO HOLDINGS LIMITED

(Company Registration No.: 202027332D)
(Incorporated in the Republic of Singapore)
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be convened and held at 202 Kallang Bahru, Singapore 339339 on Thursday, 29 January 2026 at 10:00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1.	To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2025, together with the Independent Auditor's Report thereon.	Resolution 1
2.	To approve the payment of a final tax-exempt (one-tier) dividend of 2.0 cents per ordinary share in respect of the financial year ended 30 September 2025.	Resolution 2
3.	To re-elect Mr. Lim Lung Tieng, who is retiring pursuant to Regulation 117 of the Company's Constitution, and who was, being eligible, offered himself for re-election as a Director.	Resolution 3
		[See Explanatory Note (i)]
4.	To re-elect Ms. Yeo Swee Cheng, who is retiring pursuant to Regulation 122 of the Company's Constitution, and who was, being eligible, offered herself for re-election as a Director.	Resolution 4
		[See Explanatory Note (ii)]
5.	To re-elect Mr. Ng Lak Chuan, who is retiring pursuant to Regulation 122 of the Company's Constitution, and who was, being eligible, offered himself for re-election as a Director.	Resolution 5
		[See Explanatory Note (iii)]
6.	To re-elect Mr. Low Ka Choon Kevin, who is retiring pursuant to Regulation 122 of the Company's Constitution, and who was, being eligible, offered himself for re-election as a Director.	Resolution 6
		[See Explanatory Note (iv)]
7.	To re-elect Ms. Caroline Yi Ching Chan, who is retiring pursuant to Regulation 122 of the Company's Constitution, and who was, being eligible, offered herself for re-election as a Director.	Resolution 7
		[See Explanatory Note (v)]
8.	To approve the payment of Directors' fees of S\$251,333 for the financial year ending 30 September 2026, to be paid quarterly in arrears.	Resolution 8
9.	To re-appoint Messrs PricewaterhouseCoopers LLP as the Independent Auditor of the Company to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.	Resolution 9
10.	To transact any other ordinary business which may properly be transacted at an AGM.	

AS SPECIAL BUSINESS

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

11. AUTHORITY TO ISSUE SHARES

Resolution 10

“That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) 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 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 is in force,

provided that:

- (1) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does 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 (3) below), of which the aggregate number of Shares to be allotted and issued other than on a pro rata basis to shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% 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 (3) below);
- (2) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act and the Listing Manual of the SGX-ST 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, and the Constitution, for the time being in force, of the Company;
- (3) 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 (1) above, the percentage of issued Shares shall be based on 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, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

and adjustments in accordance with sub-paragraphs 3(a) and 3(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 or subsisting at the time of passing of this Resolution; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next AGM of the Company; or (ii) the date by which the next AGM of the Company is required by law or the Constitution to be held, whichever is earlier."

[See Explanatory Note (vi)]

12. AUTHORITY TO ISSUE SHARES UNDER THE COLIWOO HOLDINGS PERFORMANCE SHARE PLAN

Resolution 11

"That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to:

- (a) offer and grant awards (the "**Awards**") in accordance with the provisions of the Coliwoo Holdings Performance Share Plan (the "**PSP**"), the Listing Manual of the SGX-ST and the Companies Act; and
- (b) allot and issue or deliver from time to time such number of Shares or treasury shares as may be required to be issued pursuant to the vesting of the Awards, provided always that:
 - (i) the aggregate number of Shares which may be issued or transferred pursuant to the vesting of Awards granted under the PSP on any date, when added to the aggregate number of Shares issued and/or issuable in respect of: (a) all Awards granted under the PSP; and (b) all other Shares issued and/or issuable under any other share-based incentive schemes or share plans of the Company, shall not exceed 15% of the total number of issued Shares (excluding Shares held by the Company as treasury shares) from time to time;
 - (ii) the aggregate number of Shares available to the controlling shareholders of the Company or their associates (including adjustments made in accordance with the rules of the PSP) shall not exceed 25% of the total number of Shares available under the PSP; and
 - (iii) the aggregate number of Shares available to each controlling shareholder of the Company or each associate of a controlling shareholder (including adjustments made in accordance with the rules of the PSP) shall not exceed 10% of the total number of Shares available under the PSP."

[See Explanatory Note (vii)]

13. PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

Resolution 12

*For the purposes of this Resolution 12, reference to the "**Circular**" in this Resolution and the accompanying explanatory note shall mean the Company's circular to Shareholders dated 7 January 2026.*

"That:

- (a) 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 which fall within the definition of "entities at risk" under Chapter 9 of the Listing Manual of the SGX-ST, or any of them, to enter into any of the Mandated Transactions (as defined in the Circular), with the Mandated Interested Persons (as defined in the Circular), provided that such transactions are carried out on normal commercial terms and are not prejudicial to the Company and its minority shareholders, and are entered into in accordance with the review procedures for such interested person transactions as set out in the Circular (such shareholders' general mandate hereinafter called the "**IPT Mandate**");
- (b) 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 until the date on which the next AGM of the Company is required by law to be held, whichever is the earlier;

- (c) the audit committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
- (d) the directors of the Company (the “**Directors**”) and each of them be and are hereby authorised to complete and do all such other acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any such documents), as they or he or she may consider desirable, expedient or necessary or in the interests of the Company in connection with or for the purposes of giving full effect to the transactions contemplated and/or authorised pursuant to the IPT Mandate and/or this Resolution.”

[See Explanatory Note (viii)]

14. PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

Resolution 13

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, approval be and is hereby given for the adoption of the Share Buy-Back Mandate; and the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

provided always such purchases and acquisitions shall be carried out in accordance with all other laws and regulations, including but not limited to, the Company’s Constitution, the provisions of the Companies Act, the Listing Rules and the Singapore Code on Take-overs and Mergers, as may for the time being be applicable;

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall be dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - (i) the conclusion of the next AGM or the date by which such AGM is required by the Constitution of the Company or the applicable laws of Singapore to be held;
 - (ii) the date on which the buy-back of the shares is carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred in the Share Buy-Back Mandate is varied or revoked by Shareholders in a general meeting;

(d) for purposes of this Resolution:

“Prescribed Limit” means ten per cent (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution (excluding treasury shares and subsidiary holdings) unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares or subsidiary holdings that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date of passing of this Resolution and expiring on the date the next AGM is held, or is required by the Constitution of the Company or the applicable laws in Singapore to be held, the date on which the buy-back of the Shares are carried out to the full extent mandated, or the date the said mandate is revoked or varied by Shareholders in a general meeting, whichever is the earlier;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price, where:

“Average Closing Price” means in the case of Market Purchase on SGX-ST, the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded on the SGX-ST, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase and deemed to be adjusted for any corporate action, in accordance with the Listing Manual, that occurs during the relevant five (5)-day period and the day on which the purchases are made;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“market day” means a day on which the SGX-ST is open for trading in securities; and

(e) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any such documents), as they or he or she may consider desirable, expedient or necessary or in the interests of the Company in connection with or for the purposes of giving full effect to the transactions contemplated and/or authorised pursuant to the Share Buy-Back Mandate and/or this Resolution.”

[See Explanatory Note (ix)]

On Behalf of the Board

Chong Eng Wee
Company Secretary
Singapore, 7 January 2026

Explanatory Notes:

- (i) Mr. Lim Lung Tieng will, upon re-election as a Director of the Company, remain as an Executive Chairman and Chief Executive Officer of the Company.
- (ii) Ms. Yeo Swee Cheng will, upon re-election as a Director of the Company, remain as Non-Executive and Non-Independent Director of the Company.
- (iii) Mr. Ng Lak Chuan will, upon re-election as a Director of the Company, remain as Lead Independent Director of the Company, the Chairman of the Audit and Risk Committee and a member of the Nominating Committee and Remuneration Committee. The Board of Directors considers him independent for the purpose Rule 704(8) of the Listing Manual of the SGX-ST.
- (iv) Mr. Low Ka Choon Kevin will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Nominating Committee and a member of the Audit and Risk Committee and Remuneration Committee. The Board of Directors considers him independent for the purpose Rule 704(8) of the Listing Manual of the SGX-ST.
- (v) Ms. Caroline Yi Ching Chan will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Remuneration Committee and a member of the Audit and Risk Committee and Nominating Committee. The Board of Directors considers her independent for the purpose Rule 704(8) of the Listing Manual of the SGX-ST.
- (vi) The Ordinary Resolution 10 proposed in item 11 above, if passed, will empower the Directors, effective 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 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, fifty per cent (50%) of the total number of issued shares in the capital of the Company of which up to twenty per cent (20%) may be issued other than on a pro-rata basis to Shareholders.

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, share options or 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.

- (vii) The Ordinary Resolution 11 proposed in item 12 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the PSP and to allot and issue Shares, pursuant to the vesting of awards granted under the PSP, provided that the number of PSP Shares to be issued under the PSP, when aggregated together with the number of additional ordinary Shares issued and/or issuable pursuant to the PSP and any other existing share schemes of the Company does not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings) in the capital of the Company for the time being.
- (viii) The Ordinary Resolution 12 proposed in item 13 above, if passed, will authorise and empower the Directors of the Company to enter into the Mandated Transactions as described in the Circular. Such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next AGM of the Company is or is required by law to be held, whichever is the earlier. Please refer to the Circular for further details.

Pursuant to Rule 919 of the Listing Manual, the Mandated Interested Persons shall abstain, and shall undertake to ensure that their associates will abstain, from voting on Ordinary Resolution 12. The Mandated Interested Persons and their associates shall also decline to accept appointment as proxies unless specific instructions as to voting are given. LHN Group Pte. Ltd., a substantial shareholder of the Company, is one of the Mandated Interested Persons (as defined in the Circular). Accordingly, LHN Group Pte. Ltd. shall abstain, and shall undertake to ensure that its associates will abstain, from voting on Ordinary Resolution 12. LHN Group Pte. Ltd. and their associates shall also decline to accept appointment as proxies unless specific instructions as to voting are given.

The Company will disregard any votes cast on Ordinary Resolution 12 by persons who are required to abstain for voting under Rule 920(1) (b)(viii) of the Listing Manual.

- (ix) The Ordinary Resolution 13 proposed in item 14 above, if passed, will authorise and empower the Directors of the Company to exercise all powers of the Company to purchase or otherwise acquire (whether by way of market purchases or off-market purchases) Shares of the Company on the terms of the Share Buy-Back Mandate as set out in the Circular. Such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next AGM of the Company is or is required by law to be held, whichever is the earlier.

The rationale for, the authority and limitation on, the source of funds to be used and the illustrative financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate on the audited consolidated financial accounts of the Group for the financial year ended 30 September 2025 are set out in greater detail in the Circular.

HOLDING OF THE ANNUAL GENERAL MEETING

1. PROXY AND VOTING AT THE AGM

1.1. (a) A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder's proxy form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat the proxy form as invalid.

(b) A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak 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 Shareholder. Where such Shareholder's proxy form appoints more than two (2) proxies, the number and class 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.

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

1.3. The proxy form appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy to vote on the Shareholder's behalf at the AGM, duly executed, must be submitted in hard copy form or electronically via email:

(a) if submitted by post, to be deposited at the registered office of the Company at 10 Raeburn Park, #02-08, Singapore 088702; or

(b) if submitted electronically, be submitted via email to the Company, at agm@coliwoo.com,

in either case, by **26 January 2026, 10:00 a.m.**, being no less than seventy-two (72) hours before the time appointed for the holding of the AGM (or at any adjournment thereof) and in default the proxy form shall be treated as invalid.

The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the AGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

1.4. Supplementary Retirement Scheme ("SRS") investors:

(a) may vote at the AGM if they are appointed as proxies by their SRS Operators, and should contact their SRS Operators if they have any queries regarding their appointment as proxies; or

(b) may appoint the Chairman of the AGM as proxy, in which case they should approach their SRS Operators to submit their votes by **19 January 2026, 5:00 p.m.**.

1.5. The Annual Report, this notice of AGM and the proxy form may be accessed from the SGX-ST website at (www.sgx.com) and on the Company's website at (www.coliwooholdings.com).

Please note that only printed copies of this notice of AGM, proxy form and request form (on how to request for a copy of the Annual Report) will be despatched to Shareholders.

2. QUESTIONS

2.1. Submission of questions in advance of the AGM

Members can submit their questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner:

(a) by post to the registered office of the Company at 10 Raeburn Park, #02-08, Singapore 088702; or

(b) by email to the Company at agm@coliwoo.com,

by **16 January 2026, 10:00 a.m.**. Shareholders who submit questions in advance of the AGM should identify themselves by stating (i) his/her/its full name; (ii) NRIC/Passport No. (if the Shareholder is an individual) or the Company Registration No. (if the Shareholder is a corporation); and (iii) the manner in which he/she/it holds his/her/its Shares in the Company for verification purposes.

The Company will endeavour to respond to substantial and relevant questions from members submitted in advance and received by the Company via the SGX-ST website at (www.sgx.com) and the Company's website at (www.coliwooholdings.com) no later than 48 hours before the deadline for submission of the proxy forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

2.2. Asking questions at the AGM

Members and (where applicable) their duly appointed proxies will be able to ask questions related to the resolutions to be tabled for approval at the AGM, live at the AGM itself.

The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. PERSONAL DATA

3.1. Personal Data Privacy

“**Personal data**” in this notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore (“**PDPA**”), which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the AGM, (b) an instrument appointing a proxy or proxies to attend, speak and vote at the AGM and/or any adjournment thereof, or (c) any questions prior to the AGM in accordance with this notice of 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the AGM (including any adjournment thereof), processing the registration for purpose of granting access to members (or their appointed proxy(ies)) to observe and participate in the proceedings of the AGM, addressing relevant and substantial questions from members received before the AGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes 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, regulations and/or guidelines (collectively, the “**Use of Data 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Use of Data 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.

Photographic, sound and/or video recordings at the AGM (including any adjournment thereof) may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.