
NOTICE OF EXTRAORDINARY GENERAL MEETING

LASSETERS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200402223M)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Lasseters International Holdings Limited (the “**Company**”) will be held by way of electronic means on 30 May 2022 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Resolutions set out below.

All capitalised terms used in this notice of EGM (“**Notice**”) which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 6 May 2022 (the “**Circular**”).

SPECIAL RESOLUTION: APPROVAL FOR THE PROPOSED MEMBERS’ VOLUNTARY LIQUIDATION, APPOINTMENT OF THE LIQUIDATORS AND THE LIQUIDATORS’ REMUNERATION

Resolved that:

- (a) the Company be wound up by way of a members’ voluntary liquidation (the “**Proposed Members’ Voluntary Liquidation**”) pursuant to Section 160(1)(b) of the Insolvency, Restructuring and Dissolution Act 2018 of Singapore (the “**Insolvency Act**”) and that the Company be voluntarily liquidated;
- (b) Oon Su Sun and Lin Yueh Hung of RSM Corporate Advisory Pte Ltd, with registered address at 8 Wilkie Road, #03-08 Wilkie Edge, Singapore 228095, be and are hereby appointed as the liquidators of the Company (the “**Liquidators**”), jointly and severally, for the purposes of the Proposed Members’ Voluntary Liquidation and such appointment to be effective forthwith following the passing of this Resolution;
- (c) approval be and is hereby given for the remuneration of the Liquidators (estimated to be approximately S\$310,000 to S\$475,000 (exclusive of GST and disbursements)), subject to the terms and conditions as stated in the letter of engagement dated 20 April 2022, and that the said remuneration and disbursements incurred be and are hereby paid out of the assets of the Company;
- (d) the Liquidators be and are hereby authorized to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with or relating to the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to fully wind up the affairs of the Company, including but not limited to:
 - (i) engaging professionals (including but not limited to solicitors, arbitrators and other service providers as the case may be) to assist in the matters arising over the course of the liquidation, including but not limited to bringing or defending any action or legal proceeding in the name and on behalf of the Company; and paying any remuneration, disbursements, fees, costs or other expenses incurred therefrom out of the assets of the Company;
 - (ii) anything as may be required in the delisting of the Company from the Official List of the SGX-ST; and
 - (iii) any other directives or requirements issued by the SGX-ST to the Liquidators and/or the Company at any time and from time to time;
- (e) the Liquidators be and are hereby authorised under Section 177(1)(a) of the Insolvency Act, to, jointly and severally, exercise any of the powers provided by Sections 144(1)(b), (c), (d), (e), (f) and (g) and 144(2) of the Insolvency Act;
- (f) the Liquidators be and are hereby authorized to, distribute and divide amongst the members of the Company in cash or in specie all or any part of the surplus assets of the Company as the Liquidators may determine;
- (g) the Liquidators be and are hereby authorized to destroy the books, accounts and documents of the Company and of the Liquidators after expiration of five years from the date of dissolution of the Company pursuant to Section 195(2) of the Insolvency Act;
- (h) any of the Liquidators and the Directors (or any one of them) hereby authorized to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters contemplated by the foregoing and this Resolution generally;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (i) any of the Liquidators and the Directors (or any of them) be and are hereby authorized to execute and deliver any agreements, forms, instruments and other documents, and do any other things, as such person shall in his absolute discretion deem necessary or desirable in connection with any of the matters contemplated by the foregoing; and
- (j) any and all actions taken by any of the Liquidators, the Directors (or any of them) or the Company in respect of the matters considered in this Resolution be and are hereby approved and ratified.

ORDINARY RESOLUTION: APPROVAL FOR THE PROPOSED PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL PERIOD FROM 1 JULY 2021 UNTIL THE DATE OF COMMENCEMENT OF THE PROPOSED MEMBERS' VOLUNTARY LIQUIDATION

Resolved that:

- (a) approval be and is hereby given for the payment of directors' fees of an amount of S\$200,000 for the financial period from 1 July 2021 until the date of commencement of the Proposed Members' Voluntary Liquidation (FY2021: S\$186,667), and that the said remuneration be and are hereby paid out of the assets of the Company;
- (b) any of the Liquidators and the Directors (or any of them) be and are hereby authorised to execute and deliver any agreements, forms, instruments and other documents, and do any other things, as such person shall in his absolute discretion deem necessary or desirable in connection with any of the matters contemplated by the foregoing; and
- (c) any and all actions taken by any of the Liquidators, the Directors (or any of them) or the Company in respect of the matters considered in this Resolution be and are hereby approved and ratified.

BY ORDER OF THE BOARD

Dato' Jaya J B Tan
Non-Executive Chairman

6 May 2022

Notes:

1. A member (other than a Relevant Intermediary (as defined below)) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the Share Registrar's Office at 1 Harbourfront Avenue, Keppel Bay Tower #14-03/07, Singapore 098632 not later than 72 hours before the time for holding the EGM.
3. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the EGM. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953 of Singapore (the "CPF Act"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the EGM by 11.00 a.m. on 19 May 2022.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Important Notice on COVID-19

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020) and the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated from time to time) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place (the "Regulations"), the following steps will be taken for the EGM of the Company to help minimise the risk of community spread of the virus. The EGM is being convened, and will be held, by way of electronic means. Shareholders will not be allowed to attend the EGM in person and no Shareholders or their corporate representatives will be admitted. A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the time fixed for the EGM.

In addition, printed copies of this Notice, the Circular and the accompanying Proxy Form will not be sent to Shareholders. Instead, this Notice, the Circular and the accompanying Proxy Form may be accessed via the Company's website at <https://lasseters.listedcompany.com>. This Notice, the Circular and the accompanying Proxy Form are also available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

Shareholders are reminded not to congregate to watch the "live" webcast or listen to the EGM proceedings and ensure that safe distancing measures are practised and the Regulations and all government advisories are adhered to. The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.

Alternative Arrangements for Participation at the EGM:

Shareholders may participate at the EGM in the following manner:

- (a) observing and/or listening to the EGM proceedings via a "live" audio-visual webcast or the "live" audio-only stream;
- (b) submitting questions in advance of the EGM or "live" at the EGM; and/or
- (c) voting at the EGM (i) "live" by shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the EGM.

Shareholders (including, where applicable, their appointed proxy(ies)) and CPF and SRS Investors, can pre-register for access to the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings at the pre-registration website at the URL: <https://conveneagm.sg/lassetersEGM2022>, by 11.00 a.m. on 27 May 2022.

Shareholders who wish to vote on the resolutions at the EGM may:

- (a) (where such shareholders are individuals) vote "live" via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the EGM on their behalf; or
- (b) (where such shareholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM.

Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with this Notice and the Circular on SGXNet and the Company's website at <https://lasseters.listedcompany.com>

The Proxy Form can be submitted in the following manner by 11.00 a.m. on 27 May 2022:

- (a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to and received at, the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-03/07, Singapore 098632; or
- (b) if submitted by email, the Proxy Form must be received by the Company at proxyform@lasseters-intl.com.

NOTICE OF EXTRAORDINARY GENERAL MEETING

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register maintained by the CDP at least 72 hours before the EGM.

Shareholders can submit questions in advance of, or “live” at the EGM. Shareholders who wish to submit questions in advance of the EGM may do so by 11.00 a.m. on 16 May 2022:

- (a) via the pre-registration website at the URL <https://conveneagm.sg/lassetersEGM2022>; or
- (b) by email to EGMquestions@lasseters-intl.com.

Members will need to identify themselves when posing questions by email by providing the following details:

- (a) the member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member’s NRIC/Passport/UEN number;
- (c) the member’s contact number and email address; and
- (d) the manner in which the member holds his/her/its shares in the Company (e.g., via CDP, CPF or SRS).

The Company will answer all substantial and relevant questions received prior to the EGM at least 72 hours prior to the closing date and time for the lodgement of the proxy forms i.e. by 11.00 a.m. on 24 May 2022. The answers will be published on SGXNet and the Company’s website at <https://lasseters.listedcompany.com>. The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies) who wish to ask questions “live” at the EGM must first pre-register at the pre-registration website at the URL <https://conveneagm.sg/lassetersEGM2022>.

Shareholders and proxyholders who pre-registered and are verified to attend the EGM will be able to ask questions relating to the agenda of the EGM by clicking the “Ask a Question” feature and then clicking the “Queue for Video Call” via the Live Webcast. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual or audio means during the EGM within a certain prescribed time limit.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, 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 proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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, 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.