



ANCHUN INTERNATIONAL HOLDINGS LTD.

(Registration No. 200920277C)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of ANCHUN INTERNATIONAL HOLDINGS LTD. (the “Company”) will be convened at M Hotel, 81 Anson Road, Singapore 079908 on Thursday, 24 April 2025 at 9:30 a.m. to transact the following business: -

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors' Report thereon.
2. To declare one-tier tax exempt final dividend of Renminbi Twelve Cents (RMB0.12) per ordinary share for the financial year ended 31 December 2024 (FY2023: NIL).
3. To re-elect the following Directors, who are retiring under Article 88 of the Company’s Constitution and who, being eligible, offer themselves for re-election:

3.1 Mr. San Meng Chee

3.2 Mr. Tan Wei Shyan

3.3 Mr. Wang He Ming

[See Explanatory Note (i)]
4. To re-elect the following Directors, who are retiring by rotation under Article 89 of the Company’s Constitution and who, being eligible, offer themselves for re-election:

4.1 Ms. Xie Ming

4.2 Mr. Xie Ding Zhong

[See Explanatory Note (ii)]
5. To approve the payment of Directors’ fees of up to S\$334,000 for the financial year ending 31 December 2025 (2024: S\$346,000).

[See Explanatory Note (iii)]
6. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

[See Explanatory Note (iv)]
7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications: -
- 8.1 **Share Issue Mandate**

“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 (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

(a) (i) allot and issue new ordinary shares in the capital of the Company (the “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 during the continuance of such authority or thereafter, including but not limited to the creation and issue (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 of the Company may, in their absolute discretion, deem fit; and

(b) issue Shares in pursuance of any Instrument made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution),

provided that: -

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (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 Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (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 sub-paragraph (1) above, the total number of 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 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 the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of the Shares;

provided such adjustment in sub-paragraphs (2) (a) and (b) above are only to be made in respect of new Shares arising from the convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and

(4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue 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 the earlier.”

[See Explanatory Note (v)]

8.2 **Renewal of Share Purchase Mandate**

“That: -

(a) for the purposes of the Listing Manual of the SGX-ST and the Companies Act, the Directors of the Company be and are hereby authorised to exercise of all the powers of the Company to purchase or acquire its issued and fully paid-up Shares of the Company at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:

(i) an on-market purchase (“**Market Purchase**”) transacted through the SGX-ST’s trading system or on another stock exchange on which the Shares are listed, the SGX-ST through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

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

and otherwise in accordance with all other laws and regulations, including the Companies Act and the Listing Manual of the SGX-ST as may for the time being, be applicable, be and is hereby authorised and approved generally and unconditionally, (“**Share Purchase Mandate**”);

(b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;

(c) the Share Purchase Mandate shall, unless varied or revoked by the Company in general meeting, continue in force during the “**Relevant Period**”, which is the period commencing from the passing of this Resolution and expiring on the earliest of: -

(i) the conclusion of the next AGM of the Company or the date by which such AGM is required by law to be held;

(ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by ordinary resolution of the Company in general meeting;

(d) in this Resolution: -

“**Average Closing Price**” means the average of the Closing Market Prices of the Shares over the last five (5) Market Days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s Central Limit Order Book trading system as shown in any publication of the SGX-ST or other sources;

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“**Market Day**” means a day on which the SGX-ST is open for trading in securities;

“**Maximum Limit**” means the number of Shares representing ten per cent. (10%) of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date) unless the Company has effected a cancellation of Shares pursuant to a redemption of its issued share capital, in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares as so altered; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Shares as determined by the Directors, which shall not exceed (i) in the case of a Market Purchase of a Share, one hundred and five per cent. (105%) of the Average Closing Price of the Shares; and (ii) in the case of an Off-Market Purchase of a Share, one hundred and twenty per cent. (120%) of the Average Closing Price of the Shares, in each case, excluding related expenses of the purchase or acquisition;

(e) the Directors and each of them be authorised, empowered to complete and do and execute all such things and acts as they or he may think necessary or expedient to give effect to this Resolution (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he shall think fit in the interests of the Company.”

[See Explanatory Note (vi)]
- Ordinary
Resolution No.
(Resolution 1)

(Resolution 2)

(Resolution 3)
(Resolution 4)
(Resolution 5)
- (Resolution 6)
(Resolution 7)

(Resolution 8)

(Resolution 9)
- (Resolution 10)
- (Resolution 11)
- NOTICE OF ANNUAL GENERAL MEETING
- Notice of Record Date for the Final Dividend
- NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 5 May 2025 for the purpose of determining shareholders’ entitlements to the one-tier tax exempt final dividend of RMB0.12 per ordinary share (“**Final Dividend**”) for the financial year ended 31 December 2024.
- Duly completed registrable transfers of ordinary shares of the Company received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbour Avenue, #14-07 Keppel Bay Tower, Singapore 098632 up to the close of business at 5:00 p.m. on 2 May 2025 will be registered pursuant to the Final Dividend are determined. Shareholders whose Securities Account with the Central Depository (Pte) Ltd are credited with shares on 5:00 p.m. on 2 May 2025 will be entitled to the Final Dividend.
- The Final Dividend, if approved at the AGM to be held on 24 April 2025, will be paid on 22 May 2025.
- By Order of the Board
- Thum Sook Fun
Company Secretary
Singapore, 9 April 2025
- Explanatory Notes:
- (i) Ordinary Resolution 3, 4 and 5 in relation to the re-election of Directors under Article 88
- (a) Mr. San Meng Chee will, upon re-election as a Director of the Company, remain as the Chairman of Audit Committee and a member of Nominating Committee, and will be considered as independent.

(b) Mr. Tan Wei Shyan will, upon re-election as a Director of the Company, remain as the Chairman of Remuneration Committee and a member of each of the Audit Committee and Nominating Committee, and will be considered as independent.

(c) Mr. Wang He Ming will, upon re-election as a Director of the Company, remain as a member of Audit Committee and will be considered as independent.
- Detailed information on Mr. San Meng Chee, Mr. Tan Wei Shyan and Mr. Wang He Ming can be found in the Company’s FY2024 Annual Report.
- (ii) Ordinary Resolution 6 and 7 in relation to the re-election of Directors under Article 89
- (a) Ms. Xie Ming will, upon re-election as a Director of the Company, remain as the Chairman of the Board and a member of Remuneration Committee. Ms. Xie will be considered as Non-Independent and Non-Executive Director.

(b) Mr. Xie Ding Zhong will, upon re-election as a Director of the Company, remain as a member of Nominating Committee. Mr. Xie will be considered as Non-Independent and Non-Executive Director.
- Detailed information on Ms. Xie Ming and Mr. Xie Ding Zhong can be found in the Company’s FY2024 Annual Report.
- (iii) Ordinary Resolution 8 in relation to the Directors’ fees
- The Ordinary Resolution 8 is to seek approval for the payment of up to S\$334,000 as directors’ fees on a current year basis, that is for the financial year ending 31 December 2025. In the event that the amount proposed is insufficient, approval will be sought at next year’s AGM for payments to meet the shortfall.
- (iv) Ordinary Resolution 9 in relation to the re-appointment of auditors
- The Ordinary Resolution 9 is to re-appoint Messrs Ernst & Young LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.
- The Company has complied with Rule 713 of the Listing Manual of the SGX-ST by ensuring that the audit partner is not in charge of more than 5 consecutive years of audits. The current audit partner, Mr. Tan Soon Seng, was appointed since the financial year ended 31 December 2024.
- (v) Ordinary Resolution 10 in relation to the Share Issue Mandate
- The Ordinary Resolution 10 is to 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 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 (excluding treasury shares and subsidiary holdings) 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.
- (vi) Ordinary Resolution 11 in relation to the Renewal of Share Purchase Mandate
- The Ordinary Resolution 11 is to empower the Directors to make purchase (whether by way of Market Purchase or Off-Market Purchase on an equal access scheme) from time to time during Relevant Period (as defined in the Letter to Shareholders dated 9 April 2025 of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings)) at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are set out in greater detail in the Letter to Shareholders dated 9 April 2025 accompanying this notice of AGM.
- Notes:
- Format of Meeting
- (1) The AGM will be held, in a wholly physical format at the venue, date and time as stated above. **There will be no options for Shareholders to participate virtually.**
- Please bring along your NRIC/passport so as to enable the Company to verify your identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Shareholders are strongly encouraged to exercise social responsibility to rest at home and consider appoint / appoint a proxy(ies) to attend the AGM.
- AGM Documents
- (2) The following documents are made available to shareholders together with this Notice of AGM (“collectively known as “**AGM Documents**”) on SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL: <https://www.anchun.com/investor-relations/>.

(a) Annual Report 2024;

(b) Proxy Form in relation to the AGM; and

(c) Letter to the Shareholders in relation to The Proposed Renewal of Share Purchase Mandate.
- Printed copies of the AGM Documents will be sent by post to the Shareholders accordingly.
- Appointment of Proxy(ies)
- (3) A shareholder of the Company who is not a Relevant Intermediary, is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf at the AGM. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. “**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967 (the “Act”).
- Where such member appoints two (2) proxies, the proportion of his/her shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second named proxy as an alternate to the first named.
- (4) A shareholder of the Company who is a Relevant Intermediary, 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 member. Where such member 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 form of proxy.

(5) A proxy need not be a shareholder of the Company. A shareholder of the Company may choose to appoint the Chairman of the Meeting as his/her/its proxy. If a shareholder wishes to appoint the Chairman of the Meeting as proxy, such shareholder (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

(6) The instrument appointing a proxy, or proxies 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 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) The instrument appointing a proxy, duly executed, must be deposited not less than 48 hours before the time appointed for the AGM by **9:30 a.m. on 22 April 2025 (Tuesday)** in the following manner: -

(a) If submitted by post, be deposited at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) If submitted electronically, be submitted via email to the Company’s Share Registrar at srs.proxy@boardroomlimited.com.

(8) Shareholders are strongly encouraged to submit the completed proxy form electronically.

(8) CPF and SRS investors who hold the Company’s shares:

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

(b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their voting instruction by **5.00 p.m. on 14 April 2025 (Monday)**.

(9) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument. In addition, in the case of shareholder whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- Submission of questions
- (10) Shareholders, including CPF and SRS investors, may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM: -

(a) by post to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) by electronically via email to the Company’s Share Registrar at srs.teamd@boardroomlimited.com.
- When submitting any questions via email or by post, shareholders **MUST** provide their particulars: (i) Shareholder’s full name; (ii) his/her/its identification/registration number; (iii) contact for verification purposes; and (iv) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF, SRS etc) for verification purposes.
- All questions submitted in advance must be received by **5:30 p.m. on 16 April 2025 (Wednesday)**.
- (11) The Company will endeavour to address all substantial and relevant questions received from shareholders at least 48 hours prior to the closing date and time for the lodgement of the proxy forms by publishing the responses to those questions on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements/> and the Company’s website prior to the AGM at the URL: <https://www.anchun.com/investor-relations/>. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, the Company will address them at the AGM.
- The minutes of the AGM, including responses to substantial queries from the Shareholders which are addressed during the AGM, shall thereafter be published on SGXNet and the Company’s corporate website at the URL: <https://www.anchun.com/investor-relations/> within one (1) month from the date of the AGM.
- Personal Data Privacy
- Where shareholder of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder’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 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 shareholder discloses the personal data of the shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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) undertakes that the shareholder will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty. The shareholder’s personal data and the proxy’s and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes and retained for such period as may be necessary for the Company’s verification and record purposes.