



ROXY-PACIFIC HOLDINGS LIMITED

Co. Registration No. 196700135Z
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Roxy-Pacific Holdings Limited (the "Company") will be convened and held by electronic means on Friday, 16 April 2021 at 10:00 a.m. (of which there will be a live webcast) for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Auditors' Report thereon. **(Resolution 1)**
- To approve Directors' fee of S\$237,600 (2020: S\$237,600) for the financial year ending 31 December 2021 and the payment thereof on a quarterly basis. **(Resolution 2)**
- To re-elect Mr Teo Hong Lim, a Director retiring under Regulation 103 of the Constitution of the Company. **(Resolution 3)**
(See Explanatory Note 1)
- To re-elect Mr Tong Din Eu, a Director retiring under Regulation 103 of the Constitution of the Company. **(Resolution 4)**
(See Explanatory Note 2)
- To re-elect Mr Yeo Wee Kiong, a Director retiring under Regulation 107 of the Constitution of the Company. **(Resolution 5)**
(See Explanatory Note 3)

To note the retirement of Mr Winston Tan Tien Hin pursuant to Regulation 103 of the Company's Constitution. Mr Tan has indicated that he will not be standing for re-election at the forthcoming AGM. Mr Tan will cease to be a Director of the Company, a member of the Audit Risk Management Committee, the Remuneration Committee and the Nominating Committee with effect from the close of the forthcoming AGM.

- To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Ordinary Resolution with or without modifications:-

7. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act"), and Rule 806 of the Listing Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force; provided always that:
- (i) 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 fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed five per cent (5%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:
 - (a) new shares arising from the conversion or exercise of 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 Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and adjustments in accordance with (a) or (b) 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 the passing of this resolution; and
 - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

(Resolution 7)
(See Explanatory Note 4)

8. Proposed renewal of the Share buyback mandate

That approval be and is hereby given:-

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:-
 - (i) an on-market share acquisition ("On-Market Purchase") transacted on the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose; and/or
 - (ii) off-market share acquisition ("Off-Market Purchase") pursuant to an equal access scheme(s) as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise be in accordance with all other laws and other regulations and rules of the SGX-ST.
(the "Share Buy Back Mandate");
- (b) unless varied or revoked by the Company in general meeting, the Directors of the Company be authorised to exercise the authority conferred on them pursuant to the Share Buy Back Mandate at any time and from time to time, during the period commencing from the date of passing of this resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the date on which the authority contained in the Share Buy Back Mandate is revoked or varied by the Company in general meeting, whichever is the earlier; or
 - (iii) the date on which the share buy back are carried out to the full extent of the Share Buy Back Mandate; and
- (c) the Directors of the Company and/or any of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give effect to this resolution.

In this resolution:-

"Maximum Limit" means that number of Shares representing 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act at any time during the Relevant Period (as defined below), 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. Any of the Shares held by the Company as treasury shares shall be disregarded for purposes of computing the 10% limit of the issued ordinary share capital of the Company.

"Maximum Price" in relation to a Share to be purchased or acquired, means the price paid per Share which does not exceed 105% of the average of the closing market prices of the Shares over the last 5 market days, on which transactions in the Shares were recorded, before the day on which the purchases are made and deemed to be adjusted for any corporate action which occurs during the relevant 5-day period and the day on which the purchases are made.

"Relevant Period" means the period commencing from the date on which the annual general meeting of the Company is held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting.

The Maximum Price shall apply to both On-Market Purchases and Off-Market Purchases and shall exclude brokerage fees, commission, stamp duties payable, applicable goods and services tax, clearance fees and other related expenses.

(Resolution 8)
(See Explanatory Note 5)

9. Any Other Business

To transact any other business that may be properly transacted at the Annual General Meeting.

BY ORDER OF THE BOARD

Koh Seng Geok
Executive Director and Company Secretary
Singapore, 30 March 2021

Explanatory Notes on Special Business to be transacted:

- Mr Teo Hong Lim will, upon being re-elected, remain as Executive Chairman, Chief Executive Officer and a member of Nominating Committee. Detailed information on Mr Teo Hong Lim as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") are found under "Statement of Corporate Governance" in the Company's Annual Report 2020.
- Mr Tong Din Eu will, upon being re-elected, remain as Chairman of the Audit Risk Management Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST. He will remain as Chairman of the Remuneration Committee and a member of the Nominating Committee. Detailed information on Mr Tong as set out in Appendix 7.4.1 of the Listing Manual of SGX-ST are found under "Statement of Corporate Governance" in the Company's Annual Report 2020.
- Mr Yeo Wee Kiong will, upon being re-elected, remain as a member of the Audit Risk Management Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST. He will remain as a member of the Nominating Committee and Remuneration Committee. Detailed information on Mr Yeo as set out in Appendix 7.4.1 of the Listing Manual of SGX-ST are found under "Statement of Corporate Governance" in the Company's Annual Report 2020.
- Resolution 7, if passed, will empower the Directors of the Company from the date of the above meeting until the conclusion of the next AGM, 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 and convertible securities, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, of which up to five (5%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (including shares to be allotted and issued in pursuance of instruments made or granted pursuant to this resolution) 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 or share options or vesting of 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.

- Resolution 8, if passed, will empower the Directors of the Company from the date of the above meeting until the conclusion of the next, or the date by which the next AGM of the Company is required by the law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to repurchase its own ordinary shares by way of market purchases and/or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Price (as defined in the Ordinary Resolution). The rationale for, 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 ordinary shares by the Company pursuant to the Share Buy Back Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2020 are set out in greater detail in the Letter to Shareholders dated 30 March 2021, which was also enclosed in the Company's announcement on SGXNet on 29 March 2021.

NOTES:

- The AGM will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 1 October 2020 which provides additional guidance on the conduct of general meetings up to 30 June 2021.
- Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company's website at <https://roypacific.listedcompany.com/newsroom.html>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements for participation at the AGM:
Due to the current COVID-19 situation, shareholders will not be able to attend the AGM in person. Alternative arrangements have been made by the Company to allow shareholders to participate at the AGM by:
 - (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance in relation to any resolution set out in the Notice of AGM, if any; and/or
 - (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.Details of the steps and deadlines for pre-registration, submission of questions in advance and voting at the AGM by shareholders, including CPF and SRS investors, are set out below.
- Live Webcast:
 - (1) Shareholders may watch the AGM proceedings through the Live AGM Webcast. To do so, shareholders will need to register at <https://complete-corp.com/roxy-pacific-agm/> (the "Registration Link") by 10:00 a.m. on 13 April 2021 (the "Registration Deadline") to enable the Company to verify their status.
 - (2) Following verification, authenticated shareholders will receive an email by 10:00 a.m. on 15 April 2021 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the AGM proceedings.
 - (3) Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
- Submission of Proxy Forms to Vote:
 - (1) A shareholder (whether individual or corporate) must appoint the Chairman of the AGM ("Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM. The Chairman, as proxy, need not be a member of the Company. The instrument for the appointment of proxy ("proxy form") may be accessed at the Company's website at <https://roypacific.listedcompany.com/newsroom.html> or the SGX website at URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
 - (2) The proxy form is not valid for use by investors who hold shares through relevant intermediaries (as defined in Section 181(1C) of the Companies Act) ("Investors") (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An investor who wishes to vote should instead approach his/her/its relevant intermediary as soon as possible to specify his/her/its voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 5:00 p.m. on 7 April 2021, being at least 7 working days before the date of the AGM to submit his/her voting instructions.
 - (3) The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
 - (a) mail to the Company's registered office at 50 East Coast Road #B1-18, Roxy Square, Singapore 428769; or
 - (b) email to roypacific-agm@complete-corp.com,by no later than 10:00 a.m. on 13 April 2021, being 72 hours before the time fixed for the AGM.
- Submission of questions
 - (1) Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by 10:00 a.m. on 13 April 2021.
 - (2) The Company will endeavour to address the substantial and relevant questions at or before the AGM and the Company's responses will be posted on the SGXNet and the Company's website.

Personal data privacy:

By submitting an instrument appointing the Chairman to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 Chairman as proxy for the AGM (including any adjournment thereof) 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, take-over rules, regulations and/or guidelines (collectively, the "Purposes").

In the case of a member who is a relevant intermediary, by submitting an instrument containing personal data of individuals, such member (i) warrants that it has obtained the prior consent of such individuals for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such individuals in connection with their participation in the broadcast of the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, and other documents relating to the AGM (including any adjournment thereof) for the said Purposes, and (ii) 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.