

NOTICE OF ANNUAL GENERAL MEETING (THE "NOTICE")

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting ("AGM") of PSC Corporation Ltd. (the "Company") will be held at 348 Jalan Boon Lay, Singapore 619529 on Thursday, 25 April 2024 at 2.00 p.m. (Singapore time).

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend (tax-exempt one-tier) of S\$0.01 per ordinary share and a special dividend (tax-exempt one-tier) of S\$0.005 per ordinary share for the financial year ended 31 December 2023. **(Resolution 2)**
- To re-elect the following Directors, who are retiring pursuant to Regulation 87 of the Constitution of the Company: **(Resolution 3)**
 - Mr Chandra Das S/O Rajagopal Sitaram
 - Mr Tan Kian Chew

[See Explanatory Note (1)]
- To note the retirement of Dr Chen Seow Phun, John as Director of the Company who is retiring pursuant to Regulation 87 of the Constitution of the Company and will not be seeking for re-election. Upon the retirement of Dr Chen Seow Phun, John, he will be relinquishing his position as Deputy Chairman, Non-Executive and Independent Director, Chairman of Audit and Risk Committee and a member of Nominating Committee. **(Resolution 4)**
- To appoint Mr Paul Tan Lye Heng as Director of the Company pursuant to Regulation 92 of the Constitution of the Company with effect from the date of the AGM. **(Resolution 5)**
- To approve the payment of Directors' fees of up to S\$302,500 for the financial year ending 31 December 2024 to be paid semi-annually in arrears. (FY2023: S\$302,501) **(Resolution 6)**
- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

- Authority to issue new shares**
That authority be and is hereby given to the Directors of the Company to:
 - issue new shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - 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) warrants, debentures or other instruments convertible into shares, on a *pro rata* basis to shareholders of the Company, 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
 - (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force.

("Share Issue Mandate")
provided that:

 - 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) and Instruments to be issued pursuant to this Resolution shall 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 (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall 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 (2) below);
 - (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 and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments 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:
 - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share options, provided the options or awards were granted in compliance with Part 4 VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - any sub-paragraph (1) above and this sub-paragraph (2), "subsidaries" has the meaning given to it in the Listing Manual of the SGX-ST;
 Adjustments in accordance with sub-paragraphs (2)(a) or (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 or subsisting at the time of passing of the Share Issue Mandate.
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments, whichever is the earlier. **(Resolution 8)**

[See Explanatory Note (4)]

9. Renewal of Share Buy-Back Mandate

- That:
- for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares, not exceeding the Maximum Percentage (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:
 - On-Market Share Purchase, transacted on the SGX-ST; and/or
 - Off-Market Share Purchase in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise be in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be

(the "Share Buy-Back Mandate");
 - unless varied or revoked by Shareholders in a general meeting, the authority conferred on the Directors 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 date of the passing of this Resolution and expiring on the earlier of:
 - the date on which the next AGM of the Company is held or required by law to be held;
 - the date on which the purchases or acquisitions of Shares pursuant to the proposed Share Buy-Back Mandate are carried out to the full extent mandated; or
 - the date on which the authority conferred by the proposed Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting;
 - 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 transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase by the Company, or as the case may be, the date of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) days period and the day on which the purchases were made;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for an Off-Market Share Purchase, stating the purchase price (which shall not be more than twenty per cent (20%) above the Average Closing Price of the Shares, excluding related expenses) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase;

"Maximum Percentage" means the number of issued Shares representing ten per cent (10%) of the issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings);

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed more than five per cent (5%) of the Average Closing Price of the Share (in the case of an On-Market Share Purchase) or twenty per cent (20%) of the Average Closing Price of the Share (in the case of an Off-Market Share Purchase pursuant to an equal access scheme); and
 - the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. **(Resolution 9)**

By Order of the Board

Siau Kuei Lian

Company Secretary

Singapore

9 April 2024

Explanatory Notes:

- Resolution 3**, Mr Chandra Das S/O Rajagopal Sitaram will, upon re-election as Director of the Company, remain as Independent Director of the Company, Chairman of the Audit and Risk Committee and a member of Nominating Committee and Audit and Risk Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Chandra Das S/O Rajagopal Sitaram and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to page 68 to page 71 of the Corporate Governance Report in the Annual Report 2023 for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
 - Resolution 4**, Mr Tan Kian Chew will, upon re-election as Director of the Company, remain as Non-Executive and Non-Independent Director of the Company and a member of Audit and Risk Committee. Please refer to page 68 to page 71 of the Corporate Governance Report in the Annual Report 2023 for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- Resolution 5**, Mr Paul Tan Lye Heng will, upon appointment as Director of the Company, become as Non-Executive and Independent Director of the Company, Chairman of the Audit and Risk Committee and a member of Nominating Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Paul Tan Lye Heng and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to page 68 to page 71 of the Corporate Governance Report in the Annual Report 2023 for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- Resolution 6**, is to allow the Company to pay Directors' fees to all Non-Executive and Non-Independent Directors and Non-Executive and Independent Directors in arrears on a semi-annual basis for the financial year ending 31 December 2024. In the event that the amount of the Directors' fee proposed is insufficient, approval will be sought at the next year's Annual General Meeting for payments to meet the shortfall.
- Resolution 8**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting 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, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company 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 Resolution is passed after adjusting for (a) 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 this proposed Ordinary Resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. For the avoidance of doubt, any consolidation or subdivision of shares of the Company will require shareholders' approval.

Notes:

- A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Annual General Meeting (the "AGM") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies, failing which the nomination shall be deemed to be alternative. A proxy need not be a member of the Company.
- A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held or representative (which number and class of shares shall be specified.)
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, **B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 by mail or email to main@zicoholdings.com** by 2.00 p.m. on 22 April 2024.
- An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his/her vote(s) at the AGM in person. CPF and SRS Investors who are unable to attend the AGM but would like to appoint the proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven (7) working days before the AGM, i.e. by 5.00 p.m. on 15 April 2024.
* "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy/(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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 "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 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.

NOTICE OF RECORD AND DIVIDEND PAYMENT DATE FOR ORDINARY DIVIDEND

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders of PSC Corporation Ltd. (the "Company") for the Dividend being obtained at the Annual General Meeting ("AGM"), the Register of Members and Register Books of the Company will be closed on 10 June 2024 for the purpose of determining the shareholders' entitlements to the proposed Dividend.

Duly completed registrable transfers of shares received by the Company's Share Registrar, B.A.C.S. Private Limited of 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 up to 5.00 p.m. on 7 June 2024 will be registered to determine members' entitlements to the said Dividend. Subject to the aforesaid, members whose Securities Account with The Central Depository (Pte) Limited are credited with shares of the Company at 5.00 p.m. on 7 June 2024 will be entitled to the proposed Dividend.

The proposed payment of the Dividend, if approved by the Shareholders at the AGM will be paid on 20 June 2024.