
NOTICE OF EXTRAORDINARY GENERAL MEETING

ANNICA HOLDINGS LIMITED

(Company Registration Number: 198304025N)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of ANNICA HOLDINGS LIMITED (“**Company**”) will be held on 29 March 2022 at 10.00 a.m. by electronic means (via live audio-visual webcast or live audio-only means) for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 14 March 2022.

ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITOR FROM BAKER TILLY TFW LLP TO PKF-CAP LLP

RESOLVED THAT:

- (a) the resignation of Baker Tilly TFW LLP (“**Baker Tilly**”) as Auditor of the Company be and is hereby noted and that PKF-CAP LLP, having consented to act, be and are hereby appointed as Auditor of the Company in place of Baker Tilly, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with PKF-CAP LLP; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this ordinary resolution.

By Order of the Board

Sandra Liz Hon Ai Ling
Executive Director
14 March 2022

Special Notice Regarding Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”)

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**COVID-19 (Temporary Measures) Order 2020**”) was issued by the Minister for Law on 13 April 2020. The COVID-19 (Temporary Measures) Order 2020 enables issuers to, among other things, make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution).

The COVID-19 (Temporary Measures) Order 2020 was deemed to have come into operation on 27 March 2020.

In light of the above developments, the Company’s EGM will be convened and held by electronic means only. The Company is arranging for a live audio-visual webcast (the “**Live EGM Webcast**”) and live audio-only stream of the EGM proceedings which will take place on 29 March 2022 at 10.00 a.m. Shareholders will be able to observe and/or listen to the EGM proceedings via the live audio-visual webcast or the live audio-only stream. In the interests of the safety of our shareholders in view of the ongoing pandemic, shareholders will not be able to attend the EGM in person. Shareholders will be able to participate in the EGM in the following manner set out below.

Live EGM Webcast and live audio-only stream:

1. Shareholders (including CPF and SRS investors) or their duly appointed proxies may observe and/or listen to the EGM proceedings through the Live EGM Webcast or live audio-only stream. To do so, Shareholders will need to register at https://conveneagm.sg/Annica_EGM (the “**Registration Link**”) commencing from 10.00 am on 14 March 2022 until 10.00 a.m. on 26 March 2022 (the “**Registration Deadline**”) to enable the Company to verify their status.

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2. Following verification, authenticated Shareholders or their duly appointed proxies will receive an email by 5.00 p.m. on 28 March 2022 containing instructions on how to access the Live EGM Webcast or live audio-only stream of the EGM proceedings, how to submit questions live and online (in real time) and how to vote live and online (in real time).
3. Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the EGM.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 5.00 p.m. on 28 March 2022 should email support@conveneagm.com, or call the Singapore toll-free telephone number +65 6856 7330.

Voting at the EGM:

1. Voting for all resolutions will be conducted by a poll. Voting at the EGM may be carried out in one of the two ways as set out below:
 - (i) a member or its duly appointed proxy(ies) may vote live and online (in real time) by logging onto the URL: https://conveneagm.sg/Annica_EGM; or
 - (ii) submitting a proxy form (in advance of the EGM) appointing the Chairman of the meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy must be directed, i.e., the shareholder must indicate for each resolution whether the Chairman of the meeting is directed to vote “for” or “against” or “abstain” from voting.
2. The proxy form (which can be assessed on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements> or the Company’s website at the URL: www.annica.com.sg), duly completed and signed, must be submitted in the following manner:
 - (i) if submitted by post, 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; or
 - (ii) if submitted electronically, be submitted via email to main@zicoholdings.com, or via the online process through the pre-registration website which is accessible at the URL https://conveneagm.sg/Annica_EGM,in either case, by no later than 10.00 a.m. on 26 March 2022, being 72 hours before the time fixed for the holding of the EGM.
3. CPF or SRS investors:
 - (a) may vote live and online (in real time) at the EGM 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 operators 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 EGM in which case they should approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the EGM to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the meeting to vote on their behalf by the cut-off date at 10.00 a.m. on 17 March 2022.

Submission of Questions:

1. Shareholders (or their duly appointed proxies) who participate by way of observing the live audio-visual webcast or live audio-only stream of the EGM proceedings may ask text-based questions live and online (in real time) during the EGM by submitting their questions online via the URL: https://conveneagm.sg/Annica_EGM.
2. The Directors will endeavour to address as many substantial and relevant questions submitted online as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that questions individual responses will not be sent to Shareholders.
3. Alternatively, Shareholders (including CPF and SRS investors) may submit questions relating to the Proposed Change of Auditor via email to egmmarch2022@annica.com.sg or via the Registration Link.
4. Questions may be submitted via email at any time after the publication of the Notice of EGM until 10.00 a.m. on 21 March 2022.
5. For questions submitted in advance of the EGM, the Company will provide replies to all questions which are substantial and relevant to the agenda of the EGM by publication on the SGXNET and the Company’s website at www.annica.com.sg by 10.00 a.m. on 24 March 2022, which is the commencement of the period during which Shareholders must submit their proxy forms if they are not exercising their votes live and online during the EGM. This is to provide Shareholders with sufficient time to consider the Proposed Change of Auditor and the responses to questions submitted via email before submitting their proxy forms.
6. The Company will also publish the minutes of the EGM (which will include all responses to questions which are substantial and relevant to the agenda of the EGM, whether submitted via email in advance of the EGM or live and online during the EGM) on the SGXNET and the Company’s website within one month after the date of the EGM.

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Notes on EGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate in the EGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form. As this EGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the EGM is the Chairman of the meeting. Please also note that the proxy must be directed, i.e. the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from voting.
2. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is normally entitled to appoint more than two (2) proxies to participate in the EGM, 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 proxy form. As this EGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the EGM is the Chairman of the meeting. Please also note that the proxy must be directed, i.e. the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from voting.
3. All voting will be carried out by voting live and online (in real time) or by proxy forms submitted as stipulated above.
4. The duly executed instrument appointing a proxy must be emailed to the Company at main@zicoholdings.com or sent by post to B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 not later than seventy-two (72) hours before the time set for the EGM.
5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
6. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the EGM for the depositor to be entitled to attend and vote at the EGM.

Personal Data Privacy Terms:

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 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 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 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.