



NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Pan Asian Holdings Limited (“Company”) will be held at 2Tuas South Link 3, Singapore 636882 on 27 April 2020 at 11.00 a.m. (or soon thereafter following the conclusion or adjournment of the Company’s annual general meeting to be held at 10.00 a.m. on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions: Unless otherwise herein defined, all terms used in this Notice of EGM shall have the same meanings as ascribed thereto in the circular dated 3 April 2020 issued by the Company to Shareholders.

RESOLUTION 1 - ORDINARY RESOLUTION

THE PROPOSED DIVERSIFICATION OF THE CURRENT CORE BUSINESS TO INCLUDE THE NEW BUSINESS

That:

- (i) approval be and is hereby given for the Proposed Diversification of the Group’s business to include the New Business as described in Section 2.2 of the Company’s circular to the Shareholders dated 3 April 2020, and any and all other activities related to the New Business;
- (ii) subject to compliance with the Catalist Rules requiring approval from Shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any assets, businesses, investments and shares or interests in any entity as part of or in connection with the New Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or thing as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (iii) the Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental and in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the New Business.

RESOLUTION 2 - SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:

- (a) the Regulations contained in the New Constitution of the Company as set out in Appendix II to the Circular to the Shareholders dated 3 April 2020 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient, desirable or necessary for the purposes of or in connection with and to give effect to this special resolution.

By Order of the Board
Richard Koh Chye Heng
Executive Chairman
3 April 2020

Notes:-

- (i) Unless otherwise permitted under the Companies Act, Chapter 50 (“Companies Act”), a member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- (iii) A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- (iv) If the member is a corporation, the instrument appointing the proxy must be under its common seal or signed by its duly authorised officer or attorney.
- (v) The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 2 Kallang Avenue, CT Hub #05-18, Singapore 339407 not less than 48 hours before the time appointed for holding the EGM.

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, “Purposes”), and (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.

Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“Covid-19”)

In view of the evolving Covid-19 situation, the following steps will be taken for members and others attending the EGM to minimise the risk of community spread of Covid-19:

- 1. All persons attending the EGM will be required to undergo a temperature check and sign a health declaration form (which may also be used for purposes of contact tracing, if required);
- 2. Any person who has recent travel history to affected areas as advised by Singapore Ministry of Health, irrespective of nationality, will not be permitted to attend the EGM, but will still be allowed to appoint a proxy to attend, speak and vote at the EGM in the manner as provided in the proxy form;
- 3. Any person who has fever or display flu-like symptoms will not be permitted to attend the EGM;
- 4. To minimise social interaction:
 - (i) there will be no food served at the EGM; and
 - (ii) no microphones will be provided for questions. All material questions and comments will be addressed by way of an announcement at the EGM;

If members have any questions relating to the EGM, we request that these be sent if possible not less than 48 hours before the time set for the EGM to our Investor-Relations team at IR@panasian.com.sg; and

- 5. The EGM will be conducted strictly in accordance with all other requirements and guidelines which may be imposed in respect of social distancing. For example, certain attendees may be re-directed to alternate locations within the same building.

Members and other attendees who are feeling unwell on the date of the EGM are advised not to attend the EGM. Members and other attendees are also requested to arrive at the EGM venue early given that the above-mentioned measures may cause delay in the registration process. The Company further requests all attendees to pre-register their attendance at IR@panasian.com.sg to assist the Company in planning for and implementation of any required arrangements for seating or otherwise.

In view of the current DORSCON Orange level, we wish to advise members that it is not mandatory for you to attend the EGM in person. Members can vote on any or all of the resolutions at the EGM and are encouraged to send in the votes in advance by proxy. The proxy form is attached to the Notice of EGM.

As the Covid-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures with short notice, including changing our arrangements for the EGM, where appropriate in order to minimise any risk to the members and other attendees of the EGM. Members should check our corporate website and the SGXNET for further updates on our EGM.

The Company seeks the understanding and cooperation of all members and other attendees to minimise the risks of community spread of Covid-19.