

PROGEN HOLDINGS LTD

(Company Registration No. 199605118C) (Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of **PROGEN HOLDINGS LTD** (the "**Company**") will be held at 28 Riverside Road, #04-01 Progen Building, Singapore 739085 on Monday, 28 April 2025 at 10:00 a.m. 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 2024 together with the Auditor's Report thereon

(Resolution 1) To re-elect the following Directors of the Company who are retiring pursuant to Article 109 of the Constitution of the Company: 2

Mr Lee Fe @ Lee Fna (a)

(b) Mr. Lau Choo Yew

- [See Explanatory Note (i)]
- To re-elect Ms. Heng Su-Ling Mae, a Director of the Company who is retiring pursuant to Article 119 of the Constitution of the Company. (Resolution 4) 3

[See Explanatory Note (i)]

- To approve the payment of S\$133,520 as Directors' fees for the financial year ended 31 December 2024 (FY2023: S\$118,033). (Resolution 5) 4 To re-appoint Ernst & Young LLP as the Auditor of the Company and to authorise the Directors of 5
- the Company to fix their remuneration. (Resolution 6) To transact any other ordinary business which may properly be transacted at an Annual General 6
- Meeting

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 (the "Companies Act") and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; (a) (i) 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) options, warrants, debentures or other instruments convertible (ii) 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) (b) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments (1) made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) 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 to be issued other than on a *pro-rate* basis to shareholders of the Company shall not exceed fifty per centum (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);
- (subject to such 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 issued 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: (2)
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards; and (b)
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with sub-paragraph (2)(a) or (2)(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.

- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and (3)
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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, whichever (4)is earlier

[See Explanatory Note (ii)]

By Order of the Board

Ngiam May Ling Company Secretary 4 April 2025

Explanatory Notes:

The Ordinary Resolution 2 is for the re-election of Mr. Lee Ee @ Lee Eng, a Director of the Company who retires by rotation at this AGM. Mr. Lee will, upon his re-election as a Director of the Company, remain as Executive and Managing Director of the Company, Chairman of the Investment Review Committee and a member of the Nominating Committee. (i)

The Ordinary Resolution 3 is for the re-election of Mr. Lau Choo Yew, a Director of the Company who retires by rotation at this AGM. Mr. Lau will, upon his re-election as a Director of the Company, remain as Non-Independent Non-Executive Director.

The Ordinary Resolution 4 is for the re-election of Ms. Heng Su-Ling Mae, a Director of the Company who retires by rotation at this AGM. Ms. Heng will, upon her re-election as a Director of the Company, remain as Chairman of Nominating Committee and a member of the Audit and Risk and Remuneration Committees and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. For more information on the abovementioned Directors, please refer to the "Profile of Board of Directors" and "Additional Information on Directors Seeking Re-election" sections in the Annual Report 2024.

The Ordinary Resolution 7, if passed, will 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. (ii) and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% 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

- (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators by 5:00 p.m. on Wednesday, 16 April 2025 to submit their votes.
- Members, including CPF/SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be received by 5:00 p.m. on Friday, 11 April 2025, and be submitted in the following manner:
- by post to the registered office of the Company at 28 Riverside Road, #04-01 Progen Building, Singapore 739085; or (a)
- (b) via email to the Company at progen@progen.com.sg.

When submitting questions by post or via email, members should also provide the following information for verification purposes: (i) full name, (ii) address, and (iii) manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip).

- Members, including CPF/SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the AGM substantial and relevant questions related to 8. the resolutions to be tabled for approval at the AGM, at the AGM itself.
- The Company will address all substantial and relevant questions received from members by the 11 April 2025 deadline by publishing the responses to such questions on the SGX website at the URL https://www.gx.com/securities/company-announcements on Wednesday, 16 April 2025. If questions or follow-up questions are submitted after the 11 April 2025 deadline, the Company will endeavour to address these questions at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. 9 individually addressed.
- The Company will, within one (1) month after the date of AGM, publish the minutes of the AGM on the SGX website at the URL https://www.sgx.com/securities/company-announcements. 10

Personal data privacy:

(Resolution 2)

(Resolution 3)

Personal data privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (a) 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 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**"); (b) 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), use and disclosure by the Company (or its agents or service providers) of 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 (c) 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Progen Holdings Ltd (the "Company") will be held at 28 Riverside Road, #04-01 Progen Building, Singapore 739085 on 28 April 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions which will be proposed as Special Resolutions:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 4 April 2025 (the "**Circular**") in relation to the Proposed Adoption of the New Constitution.

SPECIAL RESOLUTION 1: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION THAT:

- (1) the regulations contained in the New Constitution as set out in Appendix A to the Circular, be approved and, and if so approved at the EGM, adopted from the date of the EGM as the constitution of the Company in substitution for, and to the exclusion of, the existing Constitution; and
- the Directors be and are hereby authorised to complete and do all such acts and things (including (2)executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Special Resolution 1 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

SPECIAL RESOLUTION 2: THE PROPOSED ALTERATION TO THE OBJECTS CLAUSE

- THAT subject to and contingent upon the passing of Special Resolution 1:
- (1) the objects clause as set out in Appendix C to the Circular be deleted in its entirety; and
- the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any (2) documents as may be required) as they may consider expedient or necessary to give effect to this Special Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

BY ORDER OF THE BOARD

Ngiam May Ling Company Secretary 4 April 2025

NOTES:

General

- The EGM of the Company will be held at 28 Riverside Road, #04-01 Progen Building, Singapore 739085. Shareholders and other attendees who are feeling unwell on the date of the EGM are advised 1. not to attend the EGM.
- Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the EGM. Arrangements have also been put in place to permit Shareholders to submit their questions ahead of the EGM. Please refer to Notes 11 to 13 below for further details. 2.
- Live voting by poll will be conducted during the EGM for Shareholders and proxy(ies) attending the EGM. 3.

Voting by proxy

(Resolution 7)

- 4. A Shareholder who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the EGM.
- 5. A Shareholder who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholders.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967. A proxy need not be a Shareholder of the Company. 6.

- The instrument appointing a proxy or proxies ("Proxy Form") must be submitted to the Company not less than forty-eight (48) hours before the time appointed for holding the EGM in the following 7. manner:
 - by depositing a hard copy by post at the registered office of the Company at 28 Riverside Road, #04-01, Progen Building, Singapore 739085; or (a)
 - (b) by sending a scanned PDF copy by email to progen@progen.com.sg,
 - in either case, no later than 11:00 a.m. on 26 April 2025 ("Proxy Deadline").

A Shareholder who wishes to submit a Proxy Form can use the printed copy (which was sent by post to them) or download from SGXNet, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where

- 8. the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- A Shareholder who holds the Shares through a relevant intermediary, including Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") Investment Account Holders, should not use the Proxy From and should instead approach their respective relevant intermediary as soon 9 as possible to specify voting instructions, submit questions ahead of the EGM and/or participate in the EGM.
- In the case of a Shareholders whose Shares are entered against his/her name in the depository 10.

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.

Notes:

- The AGM of the Company will be held, in a wholly physical format, at the venue, date and time stated above. Members, including CPF/SRS investors, and (where applicable) duly appointed proxies and 1. representatives will be able to ask questions and vote at the AGM in person. There will be no option for members to participate virtually.
- 2 Printed copies of the Annual Report 2024, this Notice of AGM and the Proxy Form will be sent to members by post. These documents will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.
- 3 (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member who is a relevant intermediary is entitled to appoint more than two 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's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant Intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

- A proxy need not be a member of the Company. A member may choose to appoint the Chairman of 4 the AGM as his/her/its proxy.
- The instrument appointing a proxy(ies) must be submitted in the following manner: 5
 - if submitted personally or by post, be lodged at the registered office of the Company at 28 Riverside Road, #04-01 Progen Building, Singapore 739085; or (a)

if submitted electronically, be submitted via email to the Company at progen@progen.com.sg, (b) and in either case, must be lodged or received (as the case may be) by 10:00 a.m. on Saturday. 26 April 2025, being not less than 48 hours before the time appointed for the holding of the AGM.

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

ection 8 SF of the Securities and Futures A 2001), the Compan any Proxy Form lodged if such Shareholders is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible (such as in the case where the appointor submits more than one Proxy Form).

Submission of Questions prior to the EGM

- 11. A Shareholder may submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations ahead of the EGM. To do so, all questions must be submitted by 11:00 a.m. on 11 April 2025 through any of the following means:
 - (a) if submitted by email, be received by the Company at progen@progen.com.sg; or
 - if submitted by post, be deposited at the registered office of the Company at 28 Riverside Road, #04-01, Progen Building, Singapore 739085. (b)
- If the questions are submitted by post, be deposited at the registered office of the Company or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the Shareholder's full name; 12. and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
- The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations by publishing its responses to such questions, if any, on SGXNet at the following URL: <u>https://www.sgx.com/securities/company-announcements</u> at least 48 hours prior to the Proxy Deadline. Should there be subsequent clarification sought, or follow-up questions after the deadline 13. of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNet, or at the EGM.

Personal Data Privacy:

By submitting a Proxy Form appointing any person(s) as proxy(ies) and/or representative(s) to attend and vote at the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and and vote at the EGM and/or any adjournment thereof, a Shareholder consensito 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 the appointment of the 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, Catalist 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's proxy(ies) and/or representative(s) to the Company (or its agents). 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, and (iii) 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.