



Net Pacific Financial Holdings Limited

NET PACIFIC FINANCIAL HOLDINGS LIMITED

(Incorporated in Singapore on 9 January 2003)
(Company registration no. 200300326D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Net Pacific Financial Holdings Limited (the “**Company**”) will be held at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on Friday, 23 February 2024 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions:

*All capitalised terms in the Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 6 February 2024 (the “**Circular**”).*

Ordinary Resolution 1: The Proposed Joint Venture and Acquisition

Contingent upon the passing of Ordinary Resolution 2, that:

- (a) the Proposed Joint Venture and Acquisition be and are hereby approved and confirmed in all respects;
- (b) the entry by the Company into the JVA and the performance of its obligations thereunder be and is hereby approved, confirmed and ratified;
- (c) the entry by the JV Company into the STA and SHA and the performance of its obligations thereunder be and is hereby approved, confirmed and ratified;
- (d) the Directors be and are hereby authorised to from time to time amend, modify and/or supplement the terms of the JVA, STA and SHA as such Directors or any of them may deem appropriate; and
- (e) the Directors be and are hereby authorised to complete and do all such acts and things (including, without limitation, approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Joint Venture and Acquisition and/or this ordinary resolution.

Ordinary Resolution 2: The Proposed Diversification

Contingent upon the passing of Ordinary Resolution 1, that:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the Golf Business and Luggage Business as described in the Circular, and any other activities related to the Golf Business and Luggage Business;
- (b) subject to compliance with the Catalist Rules, 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 such assets, businesses, investments and shares/interests in any entity that is in the Golf Business and Luggage Business for the purpose of or in connection with the Proposed Diversification 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 and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase acquisition or disposal or to effect the Proposed Diversification; and

- (c) the Directors be and hereby authorised to complete and do all such acts and things (including, without limitation, approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Diversification and/or this ordinary resolution.

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries

Singapore, 6 February 2024

Important Notes to Shareholders on arrangements for the Annual General Meeting:

1. The Extraordinary General Meeting (“EGM”) will be held physically at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on Friday, 23 February 2024 at 2.00 p.m.. There will be no option for Shareholders to participate virtually.
2. The Circular, together with this Notice of EGM, the accompanying Proxy Form, and Request Form have been made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the website of the Company at the URL <https://www.netpac.com.sg/announcement-2024>. A hardcopy of the Circular will not be sent to shareholders. However, the Notice of EGM and accompanying Proxy Form and Request Form, will be mailed to all Shareholders. Shareholders may request printed copies of the Circular by completing and returning the Request Form no later than Tuesday, 13 February 2024.
3. Arrangements relating to submission of comments, queries and/or questions to the Chairman of the EGM in advance of and at the EGM of the Company, addressing of substantial and relevant comments, queries and/or questions at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms and during the EGM, and voting physically or appointing proxy(ies) (including the Chairman of the EGM) to vote at the EGM of the Company, are set out in this Notice of EGM.
4. The Company has decided that the forthcoming EGM will be held at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632. There will be no option for Shareholders to participate virtually at the EGM. Shareholders (whether individual or corporate) may vote at the EGM by themselves or may appoint proxy(ies) (including the Chairman of the EGM) to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.
5. A Shareholder:
 - (a) who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM on his/her/its behalf. Where such Shareholder's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy;
 - (b) who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM on his/her/its behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's form of proxy 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 form of proxy. Where a member appoints more than (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

“Relevant Intermediary” shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.
6. CPF/SRS investors:
 - (a) may vote 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 EGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 2.00 p.m. on Tuesday, 13 February 2024 (that is, at least seven (7) working days before the date of the EGM).
7. Duly appointed proxy(ies), including the Chairman of the EGM acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the EGM as his/her/its proxy.
8. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the Company's registered office at 35 Selegie Road, #10-25, Parklane Shopping Mall, Singapore 188307; or
 - (b) if submitted by email, in Portable Document Format (PDF) format to the Company at admin@netpac.com.sg

in either case, by 2.00 p.m. on Tuesday, 20 February 2024 (that is, not less than 72 hours before the time fixed for holding the EGM). A Shareholder who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.
9. Shareholders may submit comments, queries and/or questions relating to the resolutions in the Notice of EGM in advance of the EGM of the Company, in the following manner:
 - (a) if submitted by post, to the Company's registered office at 35 Selegie Road, #10-25, Parklane Shopping Mall, Singapore 188307; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at admin@netpac.com.sg,

in either case, by 2.00 p.m., Tuesday, 13 February 2024.

10. Shareholders or (where applicable) their duly appointed proxy(ies) and representatives will also be able to raise questions at the EGM of the Company itself.
11. The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from Shareholders before the EGM. The Company will publish its responses to comments, queries and/or questions on the Company's website at the URL <https://www.netpac.com.sg/announcement-2024> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> prior to the EGM.
12. Shareholders and (where applicable) duly appointed proxies and representatives may participate in the EGM physically at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632. There will be no option for Shareholders to participate virtually.
13. The Company will publish the minutes of the EGM on the Company's website at the URL <https://www.netpac.com.sg/announcement-2024> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month after the EGM.

Personal data privacy:

By submitting the Proxy Form appointing a proxy(ies) (including the Chairman of the EGM) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder'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 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**"), (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty. In addition, by attending the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for any of the Purposes.

NET PACIFIC FINANCIAL HOLDINGS LIMITED

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(Company registration no. 200300326D)

EXTRAORDINARY GENERAL MEETING PROXY FORM

IMPORTANT

- The Extraordinary General Meeting ("EGM") will be held physically The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on Friday, 23 February 2024 at 2.00 p.m.. There will be no option for Shareholders to participate virtually.
- Pursuant to Section 181(1C) of the Companies Act 1967, Relevant Intermediaries (as defined in the Companies Act) may appoint more than 2 proxies to attend, speak and vote at the EGM.
- CPF/SRS investors:
 - may vote 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
 - may appoint the Chairman of the EGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 2.00 p.m. on Tuesday, 13 February 2024 (that is, at least seven (7) working days before the date of the EGM).
- This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by CPF Investors and SRS Investors.

I/We, _____ (name) _____ (NRIC/Passport/Company Registration Number)
of _____ (address)

being a member/members of Net Pacific Financial Holdings Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or*

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her*, the Chairman of the EGM as my/our* proxy/proxies* to vote for me/us* on my/our* behalf at the EGM to be held at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on Friday, 23 February 2024 at 2.00 p.m. and at any adjournment thereof. I/We* direct my/our* proxy/proxies* to vote for or against the resolution to be proposed at the EGM as indicated hereunder.

* Please delete where appropriate.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Ordinary Resolutions	For**	Against**	Abstain**
1	Resolution 1 The Proposed Joint Venture and Acquisition			
2	Resolution 2 The Proposed Diversification			

** If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick (✓) in the box provided. Otherwise, please indicate the number of votes as appropriate. In the absence of specific directions in respect of a resolution, the appointment of proxy(ies) for that resolution will be treated as invalid.

Voting will be conducted by poll

Dated this _____ day of _____ 2024

Total number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature or Common Seal of Member(s)

IMPORTANT: PLEASE READ NOTES BELOW CAREFULLY BEFORE COMPLETING THIS FORM

Notes:

1. The Extraordinary General Meeting (“EGM”) will be held at The Pavillion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on Friday, 23 February 2024 at 2.00 p.m.. There will be no option for Shareholders to participate virtually.
 2. The Circular, together with this Notice of EGM, the accompanying Proxy Form and Request Form, have been made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the website of the Company at the URL <https://www.netpac.com.sg/announcement-2024>. A hardcopy of the Circular will not be sent to shareholders. However, the Notice of EGM accompanying Proxy Form, and Request Form will be mailed to all Shareholders.
 3. Arrangements relating to submission of comments, queries and/or questions to the Chairman of the EGM in advance of and at the EGM of the Company, addressing of substantial and relevant comments, queries and/or prior to the EGM and during the EGM, and voting physically or appointing proxy(ies) (including the Chairman of the EGM) to vote at the EGM of the Company, are set out in this Notice of EGM.
 4. Shareholders (whether individual or corporate) may vote at the EGM by themselves or may appoint proxy(ies) (including the Chairman of the EGM) to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.
 5. A Shareholder:
 - (a) who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM on his/her/its behalf. Where such Shareholder’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy;
 - (b) who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM on his/her/its behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder’s form of proxy 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 form of proxy. Where a member appoints more than (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.
- “Relevant Intermediary” shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.
6. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
 7. CPF/SRS investors:
 - (a) may vote 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 EGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 2.00 p.m., Tuesday, 13 February 2024 (that is, at least seven (7) working days before the date of the EGM).
 8. Duly appointed proxy(ies), including the Chairman of the EGM acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the EGM as his/her/its proxy.
 9. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the Company’s registered office at 35 Selegie Road, #10-25, Parklane Shopping Mall, Singapore 188307; or
 - (b) if submitted by email, in Portable Document Format (PDF) format to the Company at admin@netpac.com.sgin either case, by 2.00 p.m. on Tuesday, 20 February 2024 (that is, not less than 72 hours before the time fixed for holding the EGM). A Shareholder who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.
 10. Where this Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where this Proxy Form 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.
 11. Where a Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof shall (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

GENERAL:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register 72 hours before the time set for the EGM.

PERSONAL DATA PRIVACY:

By submitting the Proxy Form appointing a proxy(ies) (including the Chairman of the EGM) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder’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 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”), (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty. In addition, by attending the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for any of the Purposes.