

# ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Company Registration No.: 200609901H)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (the “**AGM**” or the “**Meeting**”) of the Company will be held by way of electronic means on Monday, 31 October 2022 at 3.00 p.m. for the purpose of transacting the following businesses:

### ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditor’s Report thereon. **Resolution 1**
2. To re-elect Dato’ Dr Choo Yeow Ming who is retiring pursuant to Article 91 of the Company’s Constitution.  
[See Explanatory Note 1] **Resolution 2**
3. To re-elect Dr Lam Lee G who is retiring pursuant to Article 91 of the Company’s Constitution.  
[See Explanatory Note 2] **Resolution 3**
4. Contingent upon the passing of Ordinary Resolution 3 above, pursuant to Rule 406(3)(d)(iii)(A) of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) shareholders to approve Dr Lam Lee G’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution.  
[See explanatory Note 3] **Resolution 4**
5. Contingent upon the passing of Ordinary Resolution 4 above, pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, shareholders (excluding the Directors, the Chief Executive Officer and their respective associates) to approve Dr Lam Lee G’s continued appointment as an Independent Director, this Resolution to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution.  
[See explanatory Note 3] **Resolution 5**
6. To approve the Directors’ Fees of S\$240,000 for the financial year ended 30 June 2022 (FY2021: S\$240,000). **Resolution 6**
7. To re-appoint Nexia TS Public Accounting Corporation as the Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 7**
8. To transact any other ordinary business which may be properly transacted at an AGM.

## SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolution, with or without modifications:

### 9. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act 1967, and Rule 806 of Catalist Rules, authority be and is hereby given to the Directors of the Company to allot and issue shares whether by way of rights, bonus or otherwise and 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 into shares, from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

### Resolution 8

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted 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 (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing 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 (b) below);
- (b) (subject to such manner of 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 (a) above, the percentage of issued share capital 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 passing of this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments; (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance to subparagraphs (b)(i) and (b)(ii) 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 the passing of this Resolution.

- (c) 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

- (d) unless previously revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or on the date by which the next AGM is required by law to be held, whichever is earlier.

[See Explanatory Note 4]

By Order of the Board

Yap Wai Ming  
Company Secretary

Singapore, 14 October 2022

Explanatory Notes:

1. Ordinary Resolution 2 – Dato' Dr Choo Yeow Ming will, upon re-election, continue to serve as the Executive Chairman and Chief Executive Officer of the Company.

Further information on the abovementioned director can be found under the section titled “Board of Directors”, “Corporate Governance Report” and “Corporate Governance – Appendix A” of the Annual Report 2022.

2. Ordinary Resolution 3 – Dr Lam Lee G will upon re-election, continue to serve as the Lead Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Dr Lam Lee G is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Dr Lam Lee G can be found in the Annual Report 2022. There are no relationships (including immediate family relationships) between Dr Lam Lee G and any of the Directors, the Company or its 5% shareholders.

Further information on the abovementioned director can be found under the section titled “Board of Directors”, “Corporate Governance Report” and “Corporate Governance – Appendix A” of the Annual Report 2022.

3. Ordinary Resolution 4 and 5 - Dr Lam Lee G was appointed as an Independent Directors of the Company on 5 June 2007 and his last re-appointment was on 30 December 2020.

Rule 406(3)(d)(iii) of the Catalist Rules (which took effect from 1 January 2022) stated that a director will not be independent if he has been a director for an aggregate period of more than nine (9) years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) all shareholder, excluding shareholders who also serve as the directors or the chief executive officer of the company, and associates of such directors and chief executive officer. Such resolutions may remain in force until the earlier of the retirement or resignation of the director or the conclusion of the third AGM of the company following the passing of the resolutions.

The Company is seeking the requisite approval from shareholders under Rule 406(3)(d)(iii) of the Catalist Rules for Dr Lam Lee G's continued appointment as an Independent Director from 31 October 2022.

Ordinary Resolution 4 is conditional upon Ordinary Resolution 5 being passed and *vice versa*. Both Ordinary Resolutions 4 and 5 are also conditional upon Ordinary Resolution 3 being passed. For the avoidance of doubt, if Ordinary Resolution 3 is not passed, Dr Lam Lee G will cease to be a Director with effect from the date of the AGM of the Company, notwithstanding that Ordinary Resolutions 4 and/or 5 may be approved by shareholders at the AGM of the Company.

In the event that Ordinary Resolutions 4 and/or 5 is not approved, Dr Lam Lee G will cease to be considered independent for the purpose of Rule 406(3)(d)(iii) of the Catalist Rules on 31 October 2022 and will be re-designated as the Non-independent Non-executive Director of the Company. The Company shall endeavor to search for suitable candidate and fill the vacancy of Independent Director within two, but no later than three months from the date of the AGM to fulfill the requirements of the Catalist Rules and the Code of Corporate Governance, where applicable.

4. Ordinary Resolution 8 - if passed, will empower the Directors to issue shares and/or Instruments (as defined above) in the capital of the Company. The aggregate number of shares to be issued pursuant to Resolution 8 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company with a sub-limit of 50% for shares issued other than on a pro-rata basis to shareholders (including shares to be issued in pursuance of Instruments made or granted pursuant to the said Resolution). For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued share capital 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 of the passing of this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments; (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

**Notes:**

Shareholders of the Company ("**Shareholders**") should take note of the following arrangements for the AGM of the Company.

1. **No attendance in person:** Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing regulations to hold a physical meeting. Due to current COVID-19 situation and the Company's efforts to minimise physical interactions and keep COVID-19 transmission risk to a minimum, the AGM of the Company will be held by way of electronic means. Shareholders will NOT be allowed to attend the AGM in person.
2. **"Live" webcast and "live" audio feed:** Shareholders will be able to watch the AGM proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone.
3. **Online Pre-registration required to attend the AGM:** All Shareholders as well as investors who hold shares of the Company ("**Shares**") through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**", and such investors "**CPF/SRS Investors**"), who wish to attend the AGM must pre-register online at the URL <https://globalmeeting.bigbangdesign.co/apsi2022/> ("**Pre-registration Website**") no later than 3.00 p.m. on 21 October 2022 (the "**Registration Deadline**") for verification purposes. Shareholders who wish to appoint a person or persons (other than the Chairman of the AGM ("**Chairman**")) as a proxy or proxies to attend and vote at the AGM on their behalf must pre-register their proxy(ies) for the AGM no later than the Registration Deadline.

Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore ("**Companies Act**")) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) (together, "**Relevant Intermediaries**", and such investors "**Investors**") (other than CPF/SRS Investors) who wish to attend the AGM should instead approach their Relevant Intermediary as soon as possible in order for the Relevant Intermediary to make the necessary arrangements to pre-register.

Following successful verification by the Company, a confirmation email which contains unique user credentials and/or instructions on how to join the webcast, and other relevant matters (the “**Confirmation Email**”) will be sent to authenticated Shareholders, proxies and Investors who have been pre-registered for the AGM by the Registration Deadline at the email specified in their pre-registration details. Shareholders, proxies and Investors who do not receive the Confirmation Email by 3.00 p.m. on 30 October 2022 but have been pre-registered for the AGM by the Registration Deadline should contact the Company’s webcast vendor via email at [webcast@bigbangdesign.co](mailto:webcast@bigbangdesign.co) immediately.

4. **Submission of Questions:** Shareholders who registered and have been authenticated as members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the AGM during the AGM by submitting text questions via the chatbox function to input their queries upon joining the webcast. The Company will endeavour to respond to such queries during the AGM as far as reasonably practicable.

Shareholders and Investors may also submit questions in advance of the AGM. All questions, together with the full names, identification numbers, contact numbers, email addresses of the Shareholders and Investors and manner in which they hold Shares in the Company, must be submitted no later than 3.00 p.m. on 21 October 2022 via the Pre-registration Website at the URL <https://globalmeeting.bigbangdesign.co/apsi2022/> or via email to [contact@asiastrategic.com.sg](mailto:contact@asiastrategic.com.sg). All substantial and relevant questions received by the Company from the Shareholders prior to the deadline of 3:00 p.m. on 21 October 2022 will be addressed by the Company at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms, and the responses will be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> before 3.00 p.m. on 27 October 2022, and also on the Company’s website at <http://asiastrategic.com.sg>. Substantial and relevant questions which are submitted after 3:00 p.m. on 21 October 2022 will be consolidated and addressed either before the AGM via an announcement on SGXNet or at the AGM.

5. **Voting by Shareholders:** Shareholders who wish to exercise their voting rights at the AGM may:

- (i) (where the Shareholder is an individual) attend and vote “live” at the AGM;
- (ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) to attend and vote “live” at the AGM on their behalf; and
- (iii) (where the Shareholder is an individual or a corporate) appoint the Chairman as proxy to vote on their behalf.

“Live” voting will be conducted during the AGM. **It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the AGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.**

Shareholders and proxies who have indicated their preference for “live” voting during pre-registration may cast their votes at the AGM by following the instructions provided in the Confirmation Email.

Shareholders and proxies should therefore have their Confirmation Email containing the instructions handy for reference. Instructions will be provided at the start of the AGM on how to vote. For the avoidance of doubt, “live” voting is not permissible by the audio-only feed.

6. **Appointment of Proxies:**

- (i) Shareholders who wish to appoint proxies (other than the Chairman of the AGM) to attend the AGM and vote “live” at the AGM on their behalf must do both of the following:
  - (A) complete and submit the Proxy Form in accordance with the instructions below; and
  - (B) pre-register the proxy(ies) at the Pre-registration Website by the Registration Deadline.
- (ii) As an alternative to “live” voting, Shareholders may also vote at the AGM by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM. Such Shareholders must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the Proxy Form. Failing which, the appointment of the Chairman of the AGM as proxy for the resolution will be treated as invalid.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the AGM on their behalf, duly completed Proxy Forms must be deposited with the Company by:

- (a) via post 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
- (b) via electronic mail to [main@zicoholdings.com](mailto:main@zicoholdings.com), enclosing a clear scanned completed and signed Proxy Form.

The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The dispensation of the use of common seal pursuant to the Companies Act 1967 is applicable at this AGM. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

Proxy Forms must be received by the Company by 3.00 p.m. on 29 October 2022 (being 48 hours before the time appointed for the holding of the AGM). Proxy Forms can be downloaded from SGXNet at the URL <http://www.sgx.com/securities/company-announcements>. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolution to be tabled at the AGM. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion. For appointment of the Chairman of the AGM as proxy, specific directions as to voting must be given. Failing which, the appointment of the Chairman of the AGM as proxy will be treated as invalid.

In view of the COVID-19 situation, the Company encourages Shareholders to submit the completed and signed Proxy Form via electronic mail. The Company may reject any instrument appointing a proxy lodged if the Shareholder appointing the proxy 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 holding the AGM as certified by CDP to the Company.

A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend 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 Shareholder. Where such Shareholder appoints two or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

7. **Voting by Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors):**

Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors) may exercise their votes in the following manner:

- (i) vote “live” at the AGM, if they are appointed as proxies by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators); or
- (ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators).

Investors holding Shares through Relevant Intermediaries should not make use of the Proxy Form. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary may vote “live” at the AGM.

CPF/SRS Investors who wish to exercise their votes should approach their respective CPF Agent Bank/SRS Operator at least 7 working days before the AGM (that is, by 3.00 p.m. on 19 October 2022).

8. **Voting Results:** An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through “live” voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the AGM (and displayed onscreen for the “live” webcast) in respect of the resolution put to the vote at the AGM. The Company will also issue an announcement on SGXNet on the results of the resolution put to vote at the AGM.

9. **Minutes of AGM:** The Company will publish the minutes of the AGM on the Company website and on SGXNet within one month after the date of the AGM, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.

**Documents and Information Relating to the AGM**

Documents and information relating to the AGM (including the Notice of AGM and the Proxy Form) have been published on the SGXNet. Printed copies of the Notice of AGM and the Proxy Form will not be sent to Shareholders. In view of the evolving COVID-19 situation, Shareholders are advised to continue to check SGXNet regularly for any updates relating to the AGM.

**Personal data privacy:**

Where a Shareholder submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof or completes the Pre-registration in accordance with the Notice, a Shareholder (i) consents to 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 proxies and representatives appointed for the AGM (including any adjournment thereof); the processing of the Pre-registration for purposes of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary; and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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, 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 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.