

NOTICE OF Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sinostar PEC Holdings Limited (the “**Company**”) will be held by way of electronic means on Thursday, 28 April 2022 at 10.00 a.m. for the purpose of transacting the following businesses:

As Ordinary Business:

1. To receive and adopt the Directors’ Report and Audited Accounts for the financial year ended 31 December 2021 and the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final exempt (one-tier) dividend of SGD 0.6 cents per share for the financial year ended 31 December 2021. **(Resolution 2)**
3. To re-elect the following Directors who are retiring by rotation pursuant to Article 104 of the Company’s Articles of Association :-

Li Zhi **(See Explanatory Note 1)** **(Resolution 3)**
4. To re-elect the following Directors who are retiring pursuant to Article 114 of the Company’s Articles of Association:-

Yan Tailing **(See Explanatory Note 1)** **(Resolution 4)**
Dr Chen Seow Phun, John **(See Explanatory Note 2)** **(Resolution 5)**
Jiang Xinglu **(See Explanatory Note 3)** **(Resolution 6)**
Liu Xiaoyan **(See Explanatory Note 4)** **(Resolution 7)**
5. To approve the payment of additional Directors’ Fees of S\$25,417 for the financial year ended 31 December 2021. **(See Explanatory Note 5)** **(Resolution 8)**
6. To approve the payment of Directors’ Fees of S\$262,000 (2021: S\$179,417) for the financial year ending 31 December 2022, to be paid quarterly in arrears. **(Resolution 9)**
7. To re-appoint Nexia TS Public Accounting Corporation as independent auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **(Resolution 10)**
8. To transact any other ordinary business which may properly be transacted at an annual general meeting.

As Special Business:

9. Renewal of shareholders’ mandate for interested person transactions

“That:

approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), for the renewal of the mandate for interested person transactions (the “**IPT General Mandate**”) which has been amended to incorporate certain changes including the revised individual and aggregate thresholds, particulars of which are set out in the Circular or any of them to enter into any of the transactions falling within the types of the interested person transactions described in the Circular; the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the next Annual General Meeting of the Company; and the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.”

(Resolution 11)

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10. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

Authority to allot and issue shares in the capital of the Company ("**Shares**") – Share Issue Mandate

"That, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual (the "**Listing Manual**") of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (A) (i) issue Shares in the Company whether by way of rights, bonus or otherwise; and/or
- (ii) 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, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company shall in their absolute discretion deem fit; and
- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as at the time of passing of this Resolution);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) 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 is required by law to be held, whichever is the earlier."

(See Explanatory Note 6)

(Resolution 12)

By Order of the Board

Tan Chee How
Company Secretary
Singapore, 13 April 2022

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Explanatory Notes:

1. Detailed Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Li Zhi and Mr Yan Tailing can be found under the section entitled 'Board of Directors' in the Annual Report.
2. Dr Chen Seow Phun, John is the Lead Independent Non-Executive Director of the Company. He also serves as the Chairman of the Remuneration Committee, a member of Nomination committee and Audit Committee Upon his re-election, Dr Chen will continue to serve as Chairman of the Remuneration Committee, a member of Nomination committee and Audit Committee. Dr Chen will be considered as an Independent Director of the Company for the purposes of Rule 704(8), The detailed information Pursuant to Rule 720(6) of the Listing Manual of Dr Chen Seow Phun, John can be found under the section entitled 'Board of Directors' in the Annual Report.
3. Mr Jiang Xinglu is a Independent Non-Executive Director of the Company. He also serves as the Chairman of the Audit Committee, a member of Nomination committee and Remuneration Committee Upon his re-election, Mr Jiang will continue to serve as Chairman of the Audit Committee, a member of Nomination committee and Remuneration Committee. Mr Jiang will be considered as an Independent Director of the Company. for the purposes of Rule 704(8), The detailed information Pursuant to Rule 720(6) of the Listing Manual of Mr Jiang Xinglu can be found under the section entitled 'Board of Directors' in the Annual Report.
4. Mr Liu Xiaoyan is a Independent Non-Executive Director of the Company. Mr Liu will be considered as an Independent Director of the Company. for the purposes of Rule 704(8), The detailed information Pursuant to Rule 720(6) of the Listing Manual of Mr Liu Xiaoyan can be found under the section entitled 'Board of Directors' in the Annual Report.
5. The Director's Fees of S\$25,417, if approved, will be paid to the Directors appointed during the financial year ended 31 December 2021.
6. The Ordinary Resolution 12 proposed in item 10 above, if passed, will empower the Directors of the Company to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from 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. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time the Ordinary Resolution 12 is passed.

Personal Data Privacy

By submitting a proxy form 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 (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 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) 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), 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.

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Notes:

1. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed. In order to do so, members who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 9.30 a.m. on 26 April 2022, at <https://conveneagm.com/sg/sinostarpec2022>. Members may begin pre-registration at 10.00 a.m. on 13 April 2022. Following authentication of their status as members, authenticated members will receive an email verifying their status as a shareholder. Shareholders should use the log-on credential created during the registration process to access the webcast and audio feed of the proceedings of the AGM by 10.00 a.m. on 28 April 2022.
2. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolutions to be tabled for approval at the AGM. Please note that members will not be able to ask questions at the AGM “live” during the webcast and the audio feed.

All questions must be submitted by 10.00 a.m. on 22 April 2022 (“**Questions Cut-Off Date**”):

1. (a) via the pre-registration website at <https://conveneagm.com/sg/sinostarpec2022>; or
2. (b) in hard copy by post to 30 Cecil Street, #19-08 Prudential Tower Singapore 049712.

The Company will address substantial questions relevant to the resolutions to be tabled for approval at the AGM as received from Shareholders before the Questions Cut-Off Date, on or prior to 22 April 2022. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM, together with responses to subsequent clarifications sought or follow-up questions raised by shareholders in respect of substantial and relevant matters on SGXNet and the Company’s website.