

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 at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 on Wednesday, 30 October 2024 at 3:00 p.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2024 together with the Independent Auditor’s Report thereon. **Resolution 1**
- To re-elect Dato’ Dr Choo Yeow Ming who is retiring pursuant to Article 91 of the Company’s Constitution. **Resolution 2**
[See Explanatory Note 1]
- To re-elect Mr Lien Kait Long who is retiring pursuant to Article 91 of the Company’s Constitution. **Resolution 3**
[See Explanatory Note 2]
- To note the resignation of Mr Chew Soo Lin as a Director of the Company upon the conclusion of the AGM. **Resolution 4**
[See Explanatory Note 3]
- To re-appoint the Directors’ Fees of S\$240,000 for the financial year ended 30 June 2024 (FY2023: S\$240,000). **Resolution 5**
- To approve CLA Global TS Public Accounting Corporation as the Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 5**
- 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:

- Authority to allot and issue shares** **Resolution 6**

That pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Listing Manual Section B: Rules of Catalyst (the “Catalist Rules”) of Singapore Exchange Securities Trading Limited (the “SGX-ST”), 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:

 - 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);
 - (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 convertible securities; (ii) new shares arising from exercising share options or vesting of share awards provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst 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.
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
 - 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, 15 October 2024

Explanatory Notes:

- Ordinary Resolution 2 – Dato’ Dr Choo Yeow Ming will, upon re-election, continue to serve as the Executive Chairman and Chief Executive Officer and a member of the Nominating Committee.
- Ordinary Resolution 3 – Mr Lien Kait Long (“Mr Lien”) will, upon re-election, continue to serve as the Independent Director, Chairman of the Audit Committee and a member of the Remuneration Committee. Mr Lien is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalyst Rules. Detailed information on Mr Lien can be found in the Annual Report 2024. There are no relationships (including immediate family relationships) between Mr Lien and any of the Directors, the Company or its substantial shareholders.
- Mr Chew Soo Lin (“Mr Chew”) who has been an Independent Director of the Company for more than 9 years since his appointment, has decided to step down and resign as a Director of the Company at the conclusion of the AGM in line with the listing rule requirements announced on 11 January 2023 by the Singapore Exchange Regulation limiting the tenure of independent directors to 9 years. Mr Chew will concurrently cease to be the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company at the conclusion of the AGM.

Further information on the abovementioned Directors can be found under the section title “Board of Directors”, “Corporate Governance Report” and “Corporate Governance – Appendix A” of the Annual Report 2024.

- Ordinary Resolution 6 - 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 6 (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 convertible securities; (ii) new shares arising from exercising share options or vesting of share awards provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - if sent personally or by post, be lodged 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
 - if submitted by email, be received by the Company’s Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com, in either case, by 3:00 p.m. on 28 October 2024 (the “Proxy Deadline”), being not less than Forty-Eight (48) hours before the time appointed for holding the Meeting (or at any adjournment thereof) and in default of proxy shall not be treated as valid.

Shareholders are strongly encouraged to submit Proxy Form electronically via email.

- A member (who is not a Relevant Intermediary), who is entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- A member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.
- An investor who holds shares under the Central Provident Fund Investment Scheme (“CPF Investor”) and/or the Supplementary Retirement Scheme (“SRS Investor”) (as may be applicable) may attend and cast his/her vote(s) at the AGM in person. CPF and SRS Investors who are unable to attend the AGM but would like to appoint the Chairman of the AGM as their proxy should approach their respective CPF Agent Banks or SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the AGM that is by 3:00 p.m. on 21 October 2024, in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the AGM to vote on their behalf no later than the Proxy Deadline.
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies 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 of proxy. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.

IMPORTANT INFORMATION

- Printed copies of this Notice of AGM (the “Notice”), Proxy Form and the Annual Report (the “documents”) have been dispatched to the shareholders. The documents are also available for downloading from the SGXNet and the Company’s website at the URL: <http://asiastrategic.com.sg>
- Members of the Company may participate in the AGM by:
 - attending the AGM in person;
 - raising questions at the AGM or submitting questions in advance of the AGM; and/or
 - voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting, if they are unwell.
- Members of the Company may submit questions related to the resolution(s) to be tabled for approval at the AGM in advance of the AGM by 3:00 pm on 22 October 2024 in the following manner:
 - email to contact@asiastrategic.com.sg
or
 - post to the office of the Company’s share registrar B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896.

Shareholders who submit questions in advance of the AGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited; otherwise, please state if you hold your Shares through the Central Provident Fund Investment Scheme or the Supplementary Retirement Scheme or other Relevant Intermediary), for our verification purposes.

The Company will endeavor to address all substantial and relevant questions received from members and publish its response on the SGXNet and at the Company’s website by 25 October 2024. Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions received after 3.00 p.m. on 22 October 2024 which have not already been addressed prior to the AGM, at the AGM itself. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM and will be published on the Company’s corporate website and on SGXNet within one (1) month after the AGM.

PERSONAL DATA PRIVACY:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or an 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, 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 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.