

THE ASSEMBLY PLACE HOLDINGS LTD.

(Company Registration Number: 202300676C)
(Incorporated in Republic of Singapore)
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the Company will be held at 8 Wilkie Road #03-08 Wilkie Edge, Singapore 228095 (Access via lift lobby 1), on Wednesday, 20 May 2026 at 10.00 am to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Auditors’ Report thereon.

(Resolution 1)

2. To re-elect the following Directors who will be retiring pursuant to the Company’s Constitution:

- | | | | |
|-----|-----------------------|---------------------------------------|--------------------------|
| (a) | Mr Lim Yingjie Eugene | (Retiring pursuant to Regulation 94) | (Resolution 2(a)) |
| (b) | Mr Lim Wah Fong | (Retiring pursuant to Regulation 100) | (Resolution 2(b)) |
| (c) | Mr Lien Choong Luen | (Retiring pursuant to Regulation 100) | (Resolution 2(c)) |
| (d) | Mr Lee Li Meng | (Retiring pursuant to Regulation 100) | (Resolution 2(d)) |

[See Explanatory Note (i)]

3. To approve the payment of Directors’ fees amounting to S\$34,500 for the period from October 2025 to December 2025 and S\$138,000 for the financial year ending 31 December 2026, to be paid quarterly in arrears.

[See Explanatory Note (ii)]

(Resolution 3)

4. To re-appoint RSM SG Assurance LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 4)

5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares

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

- (a) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (b) 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) warrants, debentures, convertible securities or other instruments convertible into Shares;

at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this ordinary resolution, issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this ordinary resolution was in force, provided that:

- (c) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this ordinary resolution) to be issued pursuant to this ordinary resolution shall not exceed 100% of the total number of issued Shares (as calculated in accordance with sub-paragraph (d) below), of which the aggregate number of Shares to be issued other than on a pro rata basis shall not exceed 50% of the total number of issued Shares;
- (d) 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 (c) above, the total number of issued Shares 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 ordinary resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards, provided the options or awards 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 with sub-paragraph (d)(i) or sub-paragraph (d)(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 ordinary resolution;

- (e) in exercising the authority conferred by this ordinary resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution of the Company; and
- (f) unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 5)

7. Authority to issue shares under the TAP Employee Share Option Scheme

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised to offer and grant options in accordance with the provisions of the TAP Employee Share Option Scheme (the “**Scheme**”) and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Scheme, when added to the aggregate number of Shares issued and issuable in respect of all options granted under the Scheme and any other share scheme implemented by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on the day preceding the date of grant of the option, as determined in accordance with the provisions of the Scheme. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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, whichever is earlier.

[See Explanatory Note (iv)]

(Resolution 6)

8. **Authority to issue shares under the TAP Performance Share Plan**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant awards in accordance with the provisions of the TAP Performance Share Plan (the “**Plan**”) and to allot and issue from time to time, such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Plan, provided always that the aggregate number of Shares issued and issuable in respect of all awards granted under the Plan, when added to all Shares issued and issuable in respect of the Scheme and any other share scheme implemented by the Company for the time being in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the date of grant of the award. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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, whichever is earlier.

[See Explanatory Note (v)]

(Resolution 7)

9. **Proposed Renewal of the Share Buyback Mandate**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors be authorised to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Number of Shares (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) on-market purchases, transacted through the SGX-ST's trading system or on any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose of the Share buyback (each a “**Market Purchase**”); and/or
- (ii) off-market purchases made in accordance with an equal access scheme as defined in Section 76C of the Companies Act (“**Off-Market Purchases**”),

and otherwise in accordance with all other laws and regulations, including but not limited to, the Companies Act and the Catalist Rules as may for the time being be applicable (the “**Share Buyback Mandate**”);

- (b) unless varied or revoked by Shareholders of the Company at a general meeting, the authority conferred on the Directors for the purchases or acquisition of Shares pursuant to the Share Buyback Mandate may be made, at any time and from time to time, on and from the date of the AGM, at which the renewal of the Share Buyback Mandate is approved, up to the earliest of:

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held (whereupon it will lapse, unless renewed at such meeting);
- (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company at general meeting (if so varied or revoked prior to the next annual general meeting); or
- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated (if so varied or revoked prior to the next annual general meeting),

(referred to as the “**SBB Relevant Period**”);

- (c) for the purposes of this resolution:

“Shareholders” means registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained with CDP are credited with those Shares.

“Maximum Number of Shares” means the total number of Shares that may be purchased or acquired is limited to the number of Shares representing not more than 10.0% of the issued share capital of the Company, unless the Company has effected a reduction of its share capital in accordance with the Companies Act at any time during the SBB Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered (the **“Maximum Percentage”**). For purposes of calculating the Maximum Percentage, any of the Shares which are held as treasury shares or subsidiary holdings will be disregarded.

“Maximum Price” in relation to a Share to be purchased, means the purchase price of the Shares (excluding brokerage, commissions, stamp duties, applicable goods and services tax, clearance fees and other related expenses of the Share Buyback) under a Share Buyback will be determined by the Directors, but in any case cannot exceed, in respect of each Share:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase, 120.0% of the Average Closing Price (as defined below),

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days (as defined below) on the SGX-ST on which transactions in the Shares were recorded:

- (a) (in the case of a Market Purchase) immediately preceding the day of the Market Purchase; or
- (b) (in the case of an Off-Market Purchase) the day of the making of the offer pursuant to the Off-Market Purchase, being the day on which the Company announces its intention to make an Off-Market Purchase from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase,

and in either case, deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which such purchases are made or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities.

- (d) any of the Directors be and/or any of them are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (vi)]

(Resolution 8)

10. Proposed Renewal of the General Mandate for Interested Person Transactions

That:

- (a) for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are regarded as “entities at risk” within the meaning of Chapter 9 of the Catalist Rules, in the ordinary course of business, to enter into the Mandated Transactions (as defined herein in the Appendix) with the Mandated Interested Persons (as defined herein in the Appendix) which are necessary for the day-to-day operations, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders and are in accordance with the guidelines and review procedures for Mandated Transactions as set out in the Appendix;
- (b) the approval given in paragraph (a) above (“**IPT General Mandate**”) shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company is held or is required by law to be held;
- (c) the Audit and Risk Committee of the Company be and is hereby authorized to take such action as it deems proper in respect of the review procedures and/or modify or implement such review procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules, which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, to sign, seal, execute and deliver) all such documents and deeds as may be required as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give effect to the proposed renewal of the IPT General Mandate contemplated and/or authorised by this Resolution.

[See Explanatory Note (vii)]

(Resolution 9)

By Order of the Board

The Assembly Place Holdings Ltd.

Ngiam May Ling
Company Secretary

Singapore, 5 May 2026

Explanatory Notes:

- (i) Mr Lim Yingjie Eugene, upon re-election as a Director of the Company, will remain as an Executive Director and Chief Executive Officer of the Company.

Mr Lim Wah Fong, upon re-election as a Director of the Company, will remain as a Lead Independent Director, Chairman of the Audit and Risk Committee, and a member of the Nominating and Remuneration Committees, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr Lien Choong Luen, upon re-election as a Director of the Company, will remain as an Independent Director, Chairman of the 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.

Mr Lee Li Meng, upon re-election as a Director of the Company, will remain as an Independent Director, Chairman of the Remuneration Committee, and a member of the Audit and Risk and Nominating Committees, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

For more information on the abovementioned Directors who are retiring at this AGM, please refer to the section entitled “Disclosure of Information on Directors Seeking Re-Election” in this Annual Report 2025.

- (ii) The proposed Directors’ fees comprise (i) S\$34,500 for the period from October 2025 to December 2025, which relates to fees payable to the non-executive/independent directors for their services rendered in relation to the Company’s listing on Catalist in January 2026, and (ii) S\$138,000 for the financial year ending 31 December 2026, being Directors’ fees for the ordinary course of board services.

- (iii) The proposed Share Issue Mandate falls within the limits set out in Rule 806 of the Catalist Rules. For the avoidance of doubt, the adoption of the relevant proposed Share Issue Mandate as set out in Ordinary Resolution 5 is contingent on the relevant thresholds for shareholders' approval being met.

The Ordinary Resolution 5, 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 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 the 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 were issued and are outstanding or subsisting at the time when the Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iv) The Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue Shares up to an amount in aggregate not exceeding 15% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company pursuant to the Scheme, and such other share scheme adopted by the Company for the time being in force, from time to time. This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 5.
- (v) 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 grant awards under the Plan in accordance with the provisions of the Plan and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the Plan subject to the maximum number of Shares prescribed under the terms and conditions of the Plan.

The aggregate number of Shares which may be allotted and issued pursuant to the Plan and under any other share scheme adopted by the Company for the time being in force, is limited to 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time. This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 5.

- (vi) The Ordinary Resolution 8, if passed, will empower the Directors to make purchases or otherwise acquire Shares of the Company from time to time subject to and in accordance with the Catalist Rules and such other laws as may for the time being be applicable. This authority will continue in force until the next AGM of the Company, unless previously revoked or varied at a general meeting or when such purchases or acquisitions are carried out to the full extent mandated. Details of the Proposed Renewal of the Share Buyback Mandate are set out in the Appendix.
- (vii) The Ordinary Resolution 9, if passed, will empower the Company, its subsidiaries and associated companies to enter into Mandated Transactions, with Mandated Interested Person, provided that such transactions are made on normal commercial terms and in accordance with the review procedures under the proposed IPT General Mandate as set out in the Appendix. This authority will continue in force until the next AGM of the Company is held or is required by law to be held.

Notes:

1. The AGM will be held, in a wholly physical format, at the venue, date and time stated above. Members/SRS investors and, where applicable, duly appointed proxies and 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 this Notice of AGM, Proxy Form and Request Form will be sent to members by post. These documents will also be made available on the Company's website at www.theassemblyplace.com, and the SGXNet at www.sgx.com/securities/company-announcements.
3. The Annual Report 2025 and Appendix dated 5 May 2026 are available on the Company's website at www.theassemblyplace.com, and the SGXNet at www.sgx.com/securities/company-announcements. These documents will not be sent to members.
4. Any member who wishes to receive a printed copy of the Annual Report 2025 and Appendix dated 5 May 2026 should submit the Request Form via mail to 51 Middle Road #06-01, Singapore 188959 or via email to ir@theassemblyplace.com by 12 May 2026.
5. 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.
6. 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 of the Companies Act.

7. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.

8. The Proxy Form must be submitted or deposited in the following manner:

(a) email to ir@theassemblyplace.com; or

(b) by post to the Company's registered office at 51 Middle Road #06-01, Singapore 188959,

and in either case, must be lodged or received (as the case may be) by 10.00 am on 17 May 2026, being not less than 72 hours before the time appointed for the AGM of the Company.

Members are strongly encouraged to submit completed Proxy Form via email.

9. SRS investors:

(a) may vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or

(b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective SRS Operators by 10.00 am on 11 May 2026 to submit their votes.

10. Members, including 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 the Company by 12 May 2026, and be submitted via email to ir@theassemblyplace.com.

When submitting questions via email, members should also provide their 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, SRS and/or scrip). Any question without identification details will not be addressed.

11. The Company will address all relevant and substantial questions received from shareholders by 12 May 2026 and responses to such questions will be published on the Company's website at www.theassemblyplace.com and SGXNet at www.sgx.com/securities/company-announcements prior to the AGM. Any relevant and substantial questions received after 12 May 2026 will be addressed during the AGM and the Company will publish the minutes of the AGM on the SGXNet and the Company's website within 1 month after the date of AGM.

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 consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing and administering the appointment of proxy(ies) and/or representative(s) for the AGM (including any adjournment thereof);

(ii) preparing and compiling attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(iii) enabling the Company to comply with applicable laws, listing rules, take-over rules, regulations and guidelines.

Where a member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member:

(i) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure of their personal data for the purposes stated above; and

(ii) agrees to indemnify the Company against any penalties, liabilities, claims, losses or damages arising from any breach of this warranty.

This Notice has been prepared by The Assembly Place Holdings Ltd. (the "Company") and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor").

This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made, or reports contained in this Notice.

The contact person for the Sponsor is Ms Audrey Mok (Telephone: (65) 6232 3210), at 1 Robinson Road #21-01, AIA Tower, Singapore 048542.