# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **SANTAK HOLDINGS LIMITED** (the "**Company**") will be held physically at 4 Clementi Loop, #01-01 EAC Building, Singapore 129810 on Tuesday, 28 October 2025 at 11.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2025 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect the following Directors who retire by rotation pursuant to Regulation 91 of the Company's Constitution and who, being eligible, have offered themselves for re-election:

   Mr Tan Chee Hawai **(Resolution 2)**
   Mr Tan Sin Hock **(Resolution 3)**

   *Mr Tan Chee Hawai will, if re-elected as a Director, will remain as Group Managing Director and Executive Director, a member of the Nominating Committee and Sustainability Committee and he will be considered non-independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").*

   *Mr Tan Sin Hock will, if re-elected as a Director, will remain as Non-Independent Non-Executive Director and he will be considered non-independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.*

3. To re-elect Mr Cheam Heng Haw who retires pursuant to Regulation 97 of the Company's Constitution and who, being eligible, have offered himself for re-election. **(Resolution 4)**

   *Mr Cheam Heng Haw, if re-elected as a Director, will remain as Independent Non-Executive Director, Chairman of the Remuneration Committee, a member of the Audit Committee and Nominating Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of SGX-ST.*

4. To approve the payment of Directors' fees of S$145,500/- (2024: S$131,449/-) for the financial year ended 30 June 2025. **(Resolution 5)**
   *[See Explanatory Note (i)]*

5. To re-appoint Nexia Singapore PAC as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

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**AS SPECIAL BUSINESS**

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

7. **AUTHORITY TO ISSUE NEW SHARES**

That pursuant to Section 161 of the Companies Act 1967 ("**Companies Act**") and Rule 806 of the Catalist Rules of SGX-ST, the Directors of the Company be authorised and empowered to:

(a) (i) issue shares in the Company whether by way of rights 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 may 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 Instruments made or granted by the Directors of the Company 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) to be issued 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 (2) below), of which the aggregate number of shares to be issued (including shares to be issued pursuant to the instruments) other than on a pro-rata basis to 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 (2) below);

(2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;

(b) new shares arising from exercising any share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (a) or (b) 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 the resolution approving the mandate.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution 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 ("**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 (ii)]* **(Resolution 7)**

By Order of the Board

Lai Foon Kuen
Adelynne Chin Ai Lyn
Company Secretaries
Singapore, 13 October 2025

**Explanatory Notes:**

(i) Ordinary Resolution 5, if passed, the approved directors' fees will include a pro-rated payment of SGD15,000 payable to Mr Lee Keen Whye for his tenure as the Chairman of the Board and Independent Director from 1 July 2024 to 30 October 2024.

(ii) 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 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 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 existing shareholders.

# NOTICE OF ANNUAL GENERAL MEETING

**Notes:**

1. The members of the Company are invited to attend physically at the AGM. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice, Proxy Form and Annual Report will be sent by post to members. These Notice, Proxy Form and Annual Report are also available at the SGX's website at https://www.sgx.com/securities/company-announcements and the Company's website at http://www.santak.com.sg. A member will need an internet browser and PDF reader to view these documents.

2. Members attending the AGM in person will need to register at the registration counter outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. Members and other attendees who are feeling unwell on the date of AGM are strongly encouraged not to attend the physical AGM.

3. **Arrangements for participation in the AGM physically**

   Members (including CPFIS and SRS investors) may participate in the AGM by:

   (a) attending the AGM in person;
   (b) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or
   (c) voting at the AGM
   (i) themselves personally; or (ii) through their duly appointed proxy(ies).

   CPFIS and SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 7 below for details.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

   (b) 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.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.

6. A member can appoint the Chairman of the AGM as his/her/its proxy **but** this is **not mandatory**.

   If a member wishes to appoint the Chairman of the AGM as a proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

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7. CPFIS/SRS investors who hold SGX shares through CPF Agent Banks/SRS Operators:

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

   (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least 7 working days prior to the date of AGM ie by **5.00 p.m. on 15 October 2025**.

8. Submission of instrument of proxy or proxy ("**Proxy Form**") – **By 11.00 a.m. on 26 October 2025**

   The Proxy Form must be submitted through any one of the following means:

   (a) by depositing a physical copy at the registered office of the Company at 4 Clementi Loop, #01-01 EAC Building, Singapore 129810; or

   (b) by sending a scanned PDF copy by email to <santak.holdings@santak.com.sg>,

   in either case, not less than 48 hours before the time appointed for holding the AGM i.e. by 11.00 a.m. on 26 October 2025, and failing which, the Proxy Form will not be treated as valid.

9. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the Company before 11.00 a.m. on 26 October 2025 as a valid instrument as the member's proxy to attend, speak and vote at the AGM if: (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment by 11.00 a.m. on 26 October 2025.

10. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

11. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

12. Submission of questions by members in advance of the AGM – **By 11.00 a.m. on 20 October 2025**

   (a) Members may also submit questions related to the resolutions to be tabled for approval at the AGM. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company ("**Shares**"), must be submitted no later than 11.00 a.m. on 20 October 2025 or by post to the registered office of the Company at 4 Clementi Loop, #01-01 EAC Building, Singapore 129810.

(b) Please note that the Company will address substantial and relevant questions relating to the resolutions to be tabled for approval by 23 October 2025. ("**Responses to Q&A**").

(c) The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its Responses to Q&A at the AGM itself. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.

(d) Minutes of AGM - The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

13. Members are reminded to check SGXNet for any latest updates on the status of the 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 (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.

This notice has been reviewed by the Company's Sponsor, Asian Corporate Advisors Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange 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 Foo Quee Yin, at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271