

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 44th annual general meeting (“AGM”) of Abundante Limited will be held at Lifelong Learning Institute 11 Eunos Road 8 #04 Lobby A R2 Arena Singapore 408601 on Wednesday, 26 June 2024 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

- 1 To receive and adopt the directors’ statement and audited financial statements for the year ended 29 February 2024 and the auditors’ report thereon.

(Resolution 1)

- 2 To re-elect Mr Lee Sai Sing, a director who will retire by rotation pursuant to Article 89 of the Company’s Constitution and who, being eligible, will offer himself for re-election.

(Resolution 2)

Note: Mr Lee Sai Sing, if re-elected as a director, will remain a member of the audit committee, nominating committee and remuneration committee. Mr Lee is an executive director and a member of the audit committee, nominating committee and remuneration committee. Detailed information on Mr Lee is set out on pages 9 and 95 of the annual report.

- 3 To re-appoint Moore Stephens LLP as auditors of the Company and to authorise the directors to fix their remuneration.

(Resolution 3)

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions as ordinary resolutions:

- 4 Approval of directors’ fees

“That directors’ fees of S\$114,858 for the year ending 28 February 2025, to be paid quarterly in arrears, be approved.”
(2024:S\$87,000)

(Resolution 4)

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5 Authority to allot and issue shares and convertible securities

“That pursuant to Section 161 of the Companies Act 1967 and the listing rules of the 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 and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company’s shares), and unless revoked or varied by the Company in 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 of the Company is required by law to be held, whichever is the earlier.”

(Resolution 5)

OTHER BUSINESS

6 To transact such other business as can be transacted at an annual general meeting of the Company.

By Order of the Board

Chen Lee Lee
Company Secretary

Singapore
3 June 2024

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STATEMENT PURSUANT TO ARTICLE 52 OF THE COMPANY'S CONSTITUTION

The ordinary resolution proposed in item 4 above is to approve the payment of directors' fees for the year ending 28 February 2025.

The ordinary resolution proposed in item 5 above is to authorise the directors from the date of the above meeting until the date of the next annual general meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the directors may allot and issue under this resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed.

NOTES

The members of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate virtually. No food or beverage will be served at the AGM.

The Notice of AGM, Proxy Form and the Annual Report will be sent to members by electronic means via publication on the Company's website at <https://www.tmccltd.com.sg/> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>.

Printed copies of the Notice, Proxy Form and the Annual Report will also be sent by post to members.

(a) Participation at the AGM

Members, including Central Provident Fund Investment Scheme members ("**CPFIS Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**"), may participate in the AGM by:

- (i) attending the AGM in person;
- (ii) submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or
- (iii) voting at the AGM by (i) themselves; or (ii) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the AGM by shareholders, are set out below.

(b) Register in person to attend the AGM

Members, including CPF and SRS investors, attending the AGM in person will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

For investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (the "**Relevant Intermediary**"), please refer to note (e) for the procedures to attend and vote at the AGM.

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(c) Asking Questions

Members may submit their questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, by **10 June 2024, 10.00 a.m.** (the “**Questions Submission Cut-Off Date**”), through any of the following means:

- (i) by email to main@zicoholdings.com; or
- (ii) by post, to be deposited at the Company’s registered office at 160 Paya Lebar Road #07-09 Orion @ Paya Lebar Singapore 409022.

Members submitting questions are requested to state the following details:

- (i) full name;
- (ii) Identification/registration number;
- (iii) contact telephone number;
- (iv) email address; and
- (v) the manner in which Shares are held (if you hold Shares directly, please provide your CDP account number; otherwise, please state if you hold the Shares through CPFIS or SRS, or are a Relevant Intermediary Shareholder), failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the AGM. The responses to substantial and relevant questions raised by members on or before the Questions Submission Cut-Off Date will be published on the Company’s corporate website at <https://www.tmcld.com.sg/> and on the SGX-ST website at <https://www.sgx.com/securities/company-announcements> by 22 June 2024, 10.00 a.m.

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 referred to at (c) above, at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM, which will include responses from the Board and management of the Company on the substantial and relevant questions raised during the AGM or any questions received by the Company after the Questions Submission Cut-Off Date, via an announcement on SGXNet and the Company’s website within one (1) month after the date of the AGM.

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(d) Voting at the AGM or voting by appointing proxy(ies) (excluding Relevant Intermediary investors)

Members will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A member who is not a Relevant Intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

Duly completed proxy forms must be submitted through any of the following means no later than 24 June 2024, 10.00 a.m. (being no later than forty-eight (48) hours before the time appointed for holding the AGM):

- (i) by email to main@zicoholdings.com; or
- (ii) by post, to be deposited at the Company's registered office at 160 Paya Lebar Road #07-09 Orion @ Paya Lebar Singapore 409022.

In appointing the Chairman of the AGM as proxy, the member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

In appointing such other person(s) as proxy(ies), 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 proxy(ies) will vote or abstain at his/her discretion.

Please refer to the detailed instructions set out in the Proxy Form.

(e) Voting at the AGM by Relevant Intermediary investors

A member who is a Relevant Intermediary is entitled to appoint more than two (2) 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 members. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding to be represented by each proxy. If no proportion is specified, the first named proxy shall be treated as representing hundred percent (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

Relevant Intermediaries who wish to attend the AGM, or to appoint proxy(ies) to vote at the AGM should not make use of the Proxy Form and should instead approach their respective relevant intermediaries as soon as possible.

CPF/SRS investors who wish to vote at the AGM may attend the AGM in person physically, or appoint the Chairman of the Meeting or such other person as their proxy(ies) to vote. The CPF/SRS investors who wish to appoint the Chairman of the Meeting or such other person as their proxy(ies) should not make use of the Proxy Form. They should approach their respective CPF agent banks or SRS operators to submit their votes by 13 June 2024, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote on their behalf. CPF/SRS investors are requested to contact their respective CPF agent banks and/or SRS operators for any queries they may have with regard to the appointment of proxies for the AGM.

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- (f) The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). If no specific direction as to voting is given in respect of a resolution, the appointed proxy/proxies will vote or abstain from voting at his/her/their discretion. If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney. In addition, in the case of Shares entered in the Depository Register maintained by The Central Depository (Pte) Limited, the Company may reject a Proxy Form if the shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM as certified by CDP to the Company.
- (g) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY:

"Personal data" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a member and proxy(ies) and/or representative(s) of a member.

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or submitting any question prior to the AGM in accordance with this Notice of AGM, a member (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or, service providers) for the purposes of (a) processing, administration and analysis by the Company (or its agents or, service providers) of Proxy Forms/instruments appointing proxy(ies) and/or representative(s) for the AGM (including any adjournment thereof); (b) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and (c) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and (d) in order for the Company (or its agents or, service providers) 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 or, service providers), 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 or, service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to indemnify the Company in respect of any penalties, liabilities, claims, losses and damages as a result of the member's breach of warranty.