

NOTICE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING

CFM HOLDINGS LIMITED

(Company Registration No. 200003708R)
(Incorporated in The Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting (“**AGM**”) of CFM Holdings Limited (the “**Company**”) will be held at 293 Lor 6 Toa Payoh, SAFRA Toa Payoh, Reef Room, Level 3, Singapore 319387 on Wednesday, 29 October 2025 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2025 together with the Independent Auditors’ Report thereon.
(Resolution 1)
2. To re-elect Mr. Ip Kwok Wing as a Director of the Company who retires pursuant to Article 107 of the Constitution of the Company, and being eligible, has offered himself for re-election.
[See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect the following Directors of the Company who retire pursuant to Article 117 of the Constitution of the Company, and being eligible, have offered themselves for re-election:
 - (a) Mr. Lim Chi Yui, Clarence **(Resolution 3)**
 - (b) Ms. Lin Sijia **(Resolution 4)**
 - (c) Dr. Raj Kamal s/o Abdul Rasheed **(Resolution 5)**[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of S\$68,000 for the financial year ending 30 June 2026. (2025: S\$88,000)
(Resolution 6)
5. To appoint Messrs. PKF-CAP LLP as Auditors of the Company in place of the retiring Auditors of the Company, Messrs. Baker Tilly TFW LLP, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.
[See Explanatory Note (iii)] **(Resolution 7)**
6. To transact any other ordinary business that may properly be transacted at an AGM.

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AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares and/or convertible securities

That pursuant to Section 161 of the Singapore Companies Act 1967 and Rule 806 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of the Company (“**shares**”) 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 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 (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to 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 manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) 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) in the capital of the Company 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 any convertible securities;
 - (b) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

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

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- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution, for the time being, 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 of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

(Resolution 8)

By Order of the Board

Cheok Hui Yee
Goh Xun Er
Company Secretaries

Singapore,
14 October 2025

Explanatory Notes:

- (i) Mr. Ip Kwok Wing, upon re-election as a Director of the Company, will remain as the Executive Chairman of the Company. Mr. Ip Kwok Wing is also a controlling shareholder of the Company. Please refer to pages 124 to 129 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.
- (ii) Mr. Lim Chi Yuen, Clarence, upon re-election as a Director of the Company, will remain as the Lead Independent Director, the Chairman of the Remuneration Committee, a member each of the Audit Committee and Nominating Committee. The Board considers him to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. Please refer to pages 124 to 129 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

Ms. Lin Sijia, upon re-election as a Director of the Company, will remain as an Independent Director, the Chairman of the Audit Committee, a member each of the Remuneration Committee and Nominating Committee. The Board considers her to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. Please refer to on pages 124 to 129 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

Dr. Raj Kamal s/o Abdul Rasheed, upon re-election as a Director of the Company, will remain as Independent Director, the Chairman of the Nominating Committee, a member each of the Audit Committee and Remuneration Committee. The Board considers him to be independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. Please refer to on pages 124 to 129 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

- (iii) An Appendix is attached to this Notice of AGM to provide shareholders with information and the rationale regarding the proposed appointment of auditors ("Appendix").

Ordinary Resolution 7 proposed in item 5, if passed, will approve the appointment of Messrs. PKF-CAP LLP ("PKF") as Independent Auditors of the Company in place of the retiring Auditors, Messrs. Baker Tilly TFW LLP ("Baker Tilly"), and to authorise the Directors to fix their remuneration (the "Proposed Appointment of PKF").

Baker Tilly, the retiring Independent Auditors, has served as the Independent Auditors of the Company since 25 October 2005. The Directors are of the view that it would be timely to effect a change in Independent Auditors with effect from the financial year ending 30 June 2026.

The Board has concurred with the Audit Committee for the Proposed Appointment of PKF at the upcoming AGM. Baker Tilly will be retiring and will not be seeking re-appointment as Independent Auditors for the financial year ending 30 June 2026. Further details of the Proposed Appointment of PKF are set out in the Appendix.

In accordance with Rule 712(3) of the Catalist Rules:

- (a) the outgoing Auditors, Baker Tilly, has confirmed in its professional clearance letter that they are not aware of any professional reasons why PKF should not accept appointment as Auditors of the Company;

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- (b) the Company confirms that there were no disagreements with the outgoing auditors, Baker Tilly, on accounting treatments within the last twelve (12) months;
 - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of PKF that should be brought to the attention of shareholders;
 - (d) the specific reasons for the Proposed Appointment of PKF are as set out in paragraph 2.1 of the Appendix; and
 - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in connection with the Proposed Appointment of PKF.
- (iv) **Ordinary Resolution 8**, if passed, will authorise the Directors of the Company from the date of this AGM until the date 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, one hundred per centum (100%) of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the issued shares (excluding treasury shares and subsidiary holdings) 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 the Instruments or any convertible securities, the exercise of share options or the vesting of share outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2.
 - (a) A member who is not a relevant intermediary is entitled to appoint one (1) or two (2) proxies to attend and vote at the AGM of the Company.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM of the Company, 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.

3. A proxy need not be a member of the Company.
4. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.
5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

In appointing the Chairman of the AGM as proxy, members should specifically indicate in the proxy form how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of the AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 4008 Ang Mo Kio Avenue 10, #04-22, Techplace 1, Singapore 569625 or via email to irc@cfmholdings.com by 10.00 a.m. on 27 October 2025 (being not less than forty-eight (48) hours before the time appointed for holding the AGM of the Company).
7. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited ("CDP") as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the AGM. In view of Section 81SJ(4) of the Securities and Futures Act 2001, Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP as at seventy-two (72) hours before the AGM. Any shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP as at seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM, even if such shareholder deposits his/her proxy form forty-eight (48) hours before the AGM.
8. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their votes at least seven (7) working days before the AGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.

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ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

All documents and information relating to the business of the AGM (including the Annual Report, the Appendix, the Notice of AGM and the Proxy Form) have been published on the Company's website at <https://cfmholdings.com/> and the SGXNet at <https://www.sgx.com/securities/company-announcements>. The Company will mail the Annual Report, the Appendix, the Notice of AGM and the Proxy Form to the shareholders accordingly.

SUBMISSION OF QUESTIONS PRIOR TO THE AGM

Shareholders may submit questions related to the resolutions to be tabled at the AGM via email to irc@cfmholdings.com or by post to 4008 Ang Mo Kio Avenue 10, #04-22, Techplace 1, Singapore 569625. Questions must be submitted by 21 October 2025 so that relevant and substantial queries may be addressed prior to the AGM. The responses would be published on SGXNet and the Company's corporate website no later than forty-eight (48) hours before the deadline for submission of the proxy form.

Any relevant and subsequent queries received after 21 October 2025 will be addressed at the AGM and published in the minutes of the AGM on SGXNet and the Company's website within one (1) month after the date of AGM.

If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid. Any question without the identification details will not be addressed.

ATTENDANCE AT THE AGM

As the venue has limited sitting capacity, only shareholders whose names appear in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM shall be entitled to attend the AGM of the Company or appoint a proxy(ies) on his or her behalf.

PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) or the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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.