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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**PAN ASIAN HOLDINGS LIMITED**  
(Company Registration No. 197902790N)  
(Incorporated in the Republic of Singapore)  
("Company")

*All capitalized terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 20 May 2022 (the "Circular").*

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("EGM") of the Company will be held by way of electronic means on Tuesday, 14 June 2022 at 10.00 a.m., for the purpose of considering and, if thought fit, to transact (with or without modifications) the following resolutions:

### **ORDINARY RESOLUTION 1**

#### **THE PROPOSED DIVERSIFICATION OF THE COMPANY'S BUSINESS TO INCLUDE THE DESIGN AND BUILD BUSINESS**

**THAT** subject to and contingent upon the passing of Ordinary Resolutions 2, 3, and Special Resolution 4:-

- (a) approval be and is hereby given for the diversification by the Group to include the Design and Build Business, and any other activities related to the Design and Build Business;
- (b) subject to compliance with the Catalyst Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Design and Build Business, enter into any joint ventures or strategic alliances for the Design and Build Business, execute and perform agreements to provide services in relation to the Design and Build Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition, provision of services; and
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution and implement any of the foregoing as they think fit and in the interests of the Company.

### **ORDINARY RESOLUTION 2**

#### **THE PROPOSED ACQUISITION OF THE ENTIRE AND ISSUED PAID-UP CAPITAL OF SEVENS CREATION PTE. LTD.**

**THAT** subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 and Special Resolution 4:-

- (a) the Proposed Acquisition be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisition in accordance with the Acquisition SPA, and any other transactions and/or ancillary documents contemplated under the Acquisition SPA; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution and implement any of the foregoing as they think fit and in the interests of the Company.

### ORDINARY RESOLUTION 3

#### THE PROPOSED DISPOSAL OF THE DISPOSAL ASSETS

**THAT** subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and Special Resolution 4:-

- (a) the Proposed Disposal be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Disposal in accordance with the Disposal SPA, and any other transactions and/or ancillary documents contemplated under the Disposal SPA, as an interested person transaction under Chapter 9 of the Catalyst Rules, a major transaction under Chapter 10 of the Catalyst Rules; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution and implement any of the foregoing as they think fit and in the interests of the Company.

### SPECIAL RESOLUTION 4

#### THE PROPOSED CHANGE OF NAME

**THAT** subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3:-

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed from “Pan Asian Holdings Limited” to “Sevens Atelier Limited” and that the name “Sevens Atelier Limited” be substituted for “Pan Asian Holdings Limited” wherever the latter name appears in the Constitution of the Company; and
- (b) each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including or amending such documents as may be required) as he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit.

#### BY ORDER OF THE BOARD

Richard Koh Chye Heng  
Executive Chairman

20 May 2022

#### Personal data privacy

By completing and submitting the proxy form appointing the Chairman of the EGM to attend, speak and vote at the EGM 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 purpose of the processing, administration, analysis and facilitation by the Company (or its agents or its service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via announcement on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL <http://www.panasian.com.sg/investors-media-menu/announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions either before the EGM (including at a virtual information session ("VIS")) or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in this Notice, which may be accessed at the Company's website at the URL <http://www.panasian.com.sg/investors-media-menu/announcements>, and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
3. Members will not be able to attend the EGM in person. Shareholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via telephone must pre-register at <https://globalmeeting.bigbangdesign.co/panasian2022egm/> no later than 10.00 a.m. on 11 June 2022 (the "**Registration Deadline**"). Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio-only stream of the proceedings of the EGM will be sent to authenticated Shareholders, CPFIS Investors and SRS Investors by 12 p.m. on 13 June 2022.

Shareholders, CPFIS Investors and SRS Investors who do not receive any email by 12 p.m. on 13 June 2022, but have registered by the Registration Deadline, should contact the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com) stating: (a) his/her/its full name; and (b) his/her/its identification/ registration number.

An investor holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("**Investors**") (other than CPFIS Investors and SRS Investors) will not be able to pre-register at <https://globalmeeting.bigbangdesign.co/panasian2022egm/> for the "live" broadcast of the EGM. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, B.A.C.S. Private Limited, via email to [main@zicoholdings.com](mailto:main@zicoholdings.com) no later than 10.00 a.m. on 11 June 2022.

4. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/ her/its voting rights at the EGM. The accompanying proxy form for the EGM will be announced together with this Notice and may be accessed at the Company's website at the URL <http://www.panasian.com.sg/investors-media-menu/announcements> and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 10 a.m. on 3 June 2022, being at least seven (7) working days before the date of the EGM.

5. The Chairman of the EGM, as proxy, need not be a member of the Company.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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6. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
- if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited, at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
  - if submitted by post, be lodged at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited., at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,

in either case, **by 10 a.m. on 11 June 2022** (being 72 hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**Members are strongly encouraged to submit completed proxy forms electronically via email.**

7. Members will not be able to ask questions during the "live" audio-and-video webcast or the "live" audio-only stream of the EGM. Members who wish to ask questions relating to the resolution to be tabled at the EGM must complete and submit the Questions Form for the EGM, which will be announced together with this Notice and may be accessed at the Company's website at the URL <http://www.panasian.com.sg/investors-media-menu/announcements> and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
8. The Questions Form must be submitted to the Company in the following manner:
- if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited, at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
  - if submitted by post, be lodged at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,

in either case, by 10 a.m. on 31 May 2022 for the purposes of the VIS (the "**VIS Questions Deadline**") or by 10 a.m. on 8 June 2022 for the purposes of the EGM (being 72 hours before the closing time for the lodgement of the proxy forms prior to the EGM).

A member who wishes to submit the Questions Form must first download, complete and sign the question form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Members are strongly encouraged to submit completed Questions Forms electronically via email.

9. A VIS will also be held for Shareholders and Investors prior to the EGM, at 10 a.m. on 6 June 2022 where the Company will endeavour to address all substantial and relevant questions received by the VIS Questions Deadline from Shareholders and Investors in relation to the resolutions to approve the Proposed Transactions as set out in the Notice of EGM. Shareholders and Investors will also be able to ask questions "live" via the online chat box function during the VIS. Further details on the VIS are set out in Section 13.1(b) of the Circular.
10. The Company will endeavour to address all substantial and relevant questions received from Shareholders and/or Investors during the VIS (if received by the VIS Questions Deadline), or prior to or during the EGM (if received after the VIS Questions Deadline but by 10 a.m. on 8 June 2022), having regard to the limited time available at the VIS and the EGM, respectively.
11. The Company will publish the minutes, or provide a link for Shareholders and Investors to access the recording of the VIS on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.panasian.com.sg/investors-media-menu/announcements> by 7 June 2022. The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.