



SOUTHERN PACKAGING GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200313312N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Southern Packaging Group Limited (the “Company”) will be held by way of electronic means on **Thursday, 27 April 2023 at 10 a.m.** (Singapore time), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors’ Statement and the Auditors’ Report. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$123,000 for the financial year ended 31 December 2022. (2021: S\$123,000) **Resolution 2**
3. To re-elect Dr Chung Tang Fong who is retiring by rotation pursuant to Article 91 of the Company’s Constitution and being eligible, offers himself for re-election. **Resolution 3**
(Explanatory Note 1)
4. To re-elect Mr Chia Chor Leong who is retiring by rotation pursuant to Article 91 of the Company’s Constitution and being eligible, offer himself for re-election. **Resolution 4**
(Explanatory Note 1)
5. To re-appoint Messrs BDO LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS:

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

6. **Authority to allot and issue share** **Resolution 6**

That, pursuant to Section 161 of the Companies Act 1967 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the Directors of the Company to:-

- (a) (i) issue shares in 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) 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 may in their absolute discretion deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below).
- (2) (subject to such manner of 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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards, provided the share options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue or consolidation or subdivision of Shares,

provided further that adjustments in accordance with sub-paragraphs b(2)(i) and b(2)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options and share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST;
- (4) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

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- (5) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 the earlier.

(Explanatory Note 2)

7. To transact any other business which may be transacted at an AGM.

By Order of the Board

Pan Shun Ming
Executive Chairman and CEO
12 April 2023

Explanatory Notes:-

1. Resolutions 3 and 4

Dr Chung will, upon his re-election, remain as member of Audit, Nominating and Remuneration Committees. The Board of Directors (the "**Board**") considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Chia will, upon his re-election, remain as the Chairman of Nominating Committee and member of Audit and Remuneration Committees. The Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Detailed information of the retiring Directors can be found under "Board of Directors", "Corporate Governance Report" and "Additional information on Directors Seeking Re-Election" sections in the Company's Annual Report 2022.

2. Resolution 6

This Ordinary Resolution, if passed, will authorise and empower the Directors of the Company from the date of the AGM to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, of which the total number of shares that may be issued other than on a pro-rata basis to shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time the resolution is passed. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

Notes:

1. The AGM 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.

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2. Members will not be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast (“**Live Webcast**”) or live audio-only stream (“**Audio Only Means**”), submission of questions in advance of the AGM, submission of text-based questions during the AGM, addressing of substantial and relevant questions in advance of the AGM, appointment of proxy(ies) to attend and vote on their behalf at the AGM, and live voting during the AGM, are set out in the accompanying Company’s announcement dated 12 April 2023 (“**AGM Alternative Arrangements Announcement**”). The AGM Alternative Arrangements Announcement may be accessed at the Company’s website at the URL <http://www.southern-packaging.com/en/notice/list.aspx> and the SGX website at URL <https://www.sgx.com/securities/company-announcements>.
3. Members and investors holding shares in the Company through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS investors**”) who wish to attend the AGM must pre-register at the URL <https://conveneagm.sg/SPGAGM2023> no later than 10.00 a.m. on 25 April 2023 (“**Registration Cut-Off Time**”) for verification purpose. Following verification, authenticated members and CPF/SRS investors will receive an email by 12.00 p.m. on 26 April 2023 on their authentication status and link to access the Live Webcast and Audio Only Means of the AGM proceedings. Members and CPF/SRS investors who do not receive any email by 12.00 p.m. on 26 April 2023, but have registered by the Registration Cut-Off Time, should contact the Company’s Share Registrar via email at srs.teamd@boardroomlimited.com before 5.00 p.m. on 26 April 2023 for assistance.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (other than CPF/SRS investors) will not be able to pre-register at the URL <https://conveneagm.sg/SPGAGM2023> for the “live” broadcast of the AGM. If they wish to participate in the “live” broadcast of the AGM, they should instead approach their relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register.

4. Members, including CPF/SRS investors, and (where applicable) duly appointed proxy(ies) attending the AGM via Live Webcast and Audio Only Means may ask questions relating to the resolutions to be tabled at the AGM for approval, “live” at the AGM, by submitting text-based questions by clicking on the “Ask Question” feature, followed by selecting a resolution and entering the text-based question.

Members including CPF/SRS investors may submit questions relating to the business of the AGM in advance of the AGM in the following manner no later than 5.00 p.m. on 18 April 2023:

- (a) via the pre-registration website at the URL <https://conveneagm.sg/SPGAGM2023>; or
- (b) by email to the Company’s Share Registrar at srs.teamd@boardroomlimited.com.

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company’s website and on SGX website by 21 April 2023. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the AGM.

5. Members who wish to exercise their voting rights at the AGM may vote in real time at the AGM by themselves or by their duly appointed proxies (other than the Chairman of the AGM) via Live Voting feature, or appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM. A member who wishes to appoint a proxy(ies) to attend and vote at the AGM must submit an instrument appointing a proxy or proxies. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that Resolution will be treated as invalid.
6. A proxy needs not be a member of the Company.
7. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
 - a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - b) if submitted electronically, be submitted via email to the Company’s Share Registrar at srs.teamd@boardroomlimited.com,

in either case, no later than **10.00 a.m. on 25 April 2023** being not less than forty-eight (48) hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument appointing a proxy or proxies 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.

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8. CPF/SRS investors may vote in real time at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any questions regarding their appointment as proxies. CPF/SRS Investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions **by 5.00 p.m. on 18 April 2023**, being 7 working days before the AGM. For the avoidance of doubt, CPF/SRS investors will not be able to appoint a third party proxy(ies) (other than the Chairman of the AGM) to vote at the AGM on their behalf.
9. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney duly authorised or its authorised officer or in such a manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.
10. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy or proxies, failing which the instrument may be treated as invalid.
11. A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend, speak and vote at the AGM.
12. All documents (including the Annual Report, this Notice of AGM and the proxy form) or information relating to the business of the AGM ("**Documents**") are circulated to members by electronic means via publication on the Company's website at the URL <http://www.southern-packaging.com/en/notice/list.aspx> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these Documents will not be despatched to members. Members and Investors are reminded to check the Company's website or SGX website regularly for updates.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy or proxies to vote at the AGM and/or any adjournment thereof or (b) submitting any question prior to, or at the AGM or (c) submitting the pre-registration form in accordance with the AGM Alternative Arrangements Announcement, a member of the Company (i) 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; and (ii) 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 (collectively, the "**Purposes**"):

- I. the processing and administration by the Company (or its agents or service providers) of proxy forms appointing a proxy or proxies for the AGM (including any adjournment thereof);
- II. processing the pre-registration forms for purposes of granting access to members for the Live Webcast or Audio Only Means and providing viewers with any technical assistance, where necessary;
- III. addressing selected substantive questions from members received in advance, or live at, the AGM;
- IV. the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- V. enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

The member's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.