

# ANNICA HOLDINGS LIMITED

(Company Registration No. 198304025N)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") of Annica Holdings Limited (the "Company") will be held at the Village Hotel Katong, Level 4 The Galangal, 25 Marine Parade, Singapore 449536 on Monday, 29 April 2019 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS

- To receive and adopt the audited financial statements for the financial year ended 31 December 2018, together with the Directors' Statement and Independent Auditors' Report. **[Resolution 1]**
- To re-elect Mr. Adnan Bin Mansor who is retiring by rotation pursuant to Article 104 of the Company's articles of association (the "Constitution") and who, being eligible, offers himself for re-election as a Director. **[Resolution 2(i)]**  
*[See Explanatory Note (a)]*
- To re-elect Mr. Lim In Chong who is retiring by rotation pursuant to Article 104 of the Constitution and who, being eligible, offers himself for re-election as a Director. **[Resolution 2(ii)]**  
*[See Explanatory Note (b)]*
- To approve the payment of Directors' fees of \$179,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears (31 December 2018: \$116,000). **[Resolution 3(i)]**
- To approve the payment of Director's fee of \$11,250 payable to Mr. Lim In Chong for the financial year ended 31 December 2018. **[Resolution 3(ii)]**  
*[See Explanatory Note (c)]*
- To re-appoint Baker Tilly TFW LLP as the Independent Auditor of the Company and to authorise the Directors to fix its remuneration. **[Resolution 4]**
- To transact any other business that may properly be transacted at an annual general meeting.

### SPECIAL BUSINESS

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

- Authority to allot and issue shares and convertible securities

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") and the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules"), authority be and is hereby given to the Directors of the Company to: -

- (i) allot and 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, convertible securities 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
- (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that: -
    - the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) ("Issued Shares"), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed fifty per cent (50%) of the total number of Issued Shares;
    - (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 percentage of Issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for: -
      - new Shares arising from the conversion or exercise of any convertible securities;
      - new Shares arising from the exercise of share options or vesting of share awards or schemes which are outstanding or subsisting at the time this authority is given, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
      - any subsequent bonus issue, consolidation or sub-division of Shares;
    - in exercising the authority conferred by this Resolution 5, the Directors shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; and
    - (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 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]**

*[See Explanatory Note (d)]*

### By Order of the Board

Allan Tan  
Company Secretary  
12 April 2019

### Explanatory Notes:

- In relation to Ordinary Resolution 2(i), Mr. Adnan Bin Mansor will, upon re-election as a Director, remain as a Non-Executive Director and he is considered to be independent for the purposes of Rule 704(7) of the Catalist Rules. He will continue to serve as a member of the Remuneration Committee, a member of the Audit Committee and the Chairman of the Nominating Committee.
- In relation to Ordinary Resolution 2(ii), Mr. Lim In Chong will, upon re-election as a Director, remain as Non-Executive Director and will not be considered as an Independent Director.
- Mr. Lim In Chong was appointed Non-Executive Director in July 2018. A total of \$11,250 in director's fee has been accrued but not paid out to Mr. Lim for the period from July 2018 to 31 December 2018. Shareholders are asked to approve the sum of \$11,250 in director's fee to Mr. Lim.
- Under the Catalist Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and convertibles securities issued other than on a pro-rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings). Ordinary Resolution 5, if passed, will empower the Directors from the date of the above AGM until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). 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 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at 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. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.

### Notes on AGM:

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form.
- Pursuant to Section 181(1C) of the Companies Act, any 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 member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
- A proxy need not be a member of the Company.
- The duly executed instrument appointing a proxy or proxies must be deposited at the office of the Company's share registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not later than forty-eight (48) hours before the time set for the AGM.
- 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 common seal or under the hand of any officer or attorney duly authorised.
- A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the AGM in order for the depositor to be entitled to attend and vote at the AGM.

### Personal Data Privacy Terms:

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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 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 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.