

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Pollux Properties Ltd. (“Company”) will be convened and held at 20 Collyer Quay, #22-01 Singapore 049319 on Wednesday, 30 April 2025 at 10.00 a.m. for the following purposes.

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements and Directors’ Statement for the financial year ended 31 December 2024 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$54,000 for the financial year end 31 December 2024. (Financial year ended 31 December 2023: S\$54,000) **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Regulation 88 and Regulation 89 of the Constitution of the Company:

### Regulation 88

Mr. Ivan Kanel

**(Resolution 3)**

### Regulation 89

Mr. Brian Praneda

**(Resolution 4)**

*[See Explanatory note (i)]*

4. To re-appoint Messrs Foo Kon Tan LLP as the Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an AGM.

## SPECIAL BUSINESS

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

6. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 (“Companies Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual – Section B: Rules of Catalyst (“Catalist Rules”)**

That, pursuant to Section 161 of the Companies Act and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors to:

- (a) (i) allot and issue shares in the capital of the Company (the “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; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus, or other capitalisation issues, provided that the adjustments do not give the holder a benefit that a shareholder does not receive, notwithstanding that such authority conferred by this resolution may have ceased to be in force,

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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

- (b) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force, notwithstanding that the authority granted by this resolution may have ceased to be in force at the time of such issuance of shares.

**PROVIDED ALWAYS THAT:**

- (1) save as may otherwise be permitted by the SGX-ST, 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 100% of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph 6(2) below), of which the aggregate number of Shares issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph 6(2) below);
- (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph 6(1) above, the percentage of issued Shares shall be based on the total number of issued Shares in the capital of the Company 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 that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue or consolidation or subdivision of shares,

and, in sub-paragraph 6(1) and sub-paragraph 6(2) above, "subsidiary holdings" has the meaning given to it in the Catalist Rules of the SGX-ST;

Adjustments in accordance with sub paragraphs 6(2)(i) and 6(2)(ii) 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 this resolution is passed;

- (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 SGX-ST), the Companies Act and the Constitution for the time being of the Company; and
- (4) (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 AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

[See Explanatory note (ii)]

**(Resolution 6)**

**By Order of the Board**

Shirley Tan Sey Liy  
Company Secretary  
Singapore, 14 April 2025

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## Explanatory Notes:

- (i) Mr. Ivan Kanel ("**Mr. Ivan**") will, upon re-election as Director of the Company, remains as the Independent Director, Chairman of the Audit Committee and member of the Remuneration and Nominating Committee of the Company. There are no relationships (including family relationships) between Mr. Ivan and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Ivan to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr. Brian Praneda ("**Mr. Brian**") will, upon re-election as Director of the Company, remains as the Independent Director, Chairman of the Remuneration and Nominating Committee and member of the Audit Committee of the Company. There are no relationships (including family relationships) between Mr. Brian and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Brian to be independent for the purposes of Rule 704(7) of the Catalist Rules.

The profile and key information of Mr. Ivan and Mr. Brian (including information as required under Appendix 7F of the Catalist Rules) can be found under the section entitled "Board of Directors" and the "Corporate Governance Report" of the Company's Annual Report for the financial year ended 31 December 2024.

- (ii) Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue shares in the capital of the Company, make or grant the Instruments convertible into shares, and to issue shares in pursuance of such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of the Instruments made or granted pursuant to this resolution) shall not exceed in aggregate 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares 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 that Ordinary Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

## Notes relating to conduct of meeting:

### No Virtual Attendance

1. Shareholders are invited to **attend physically only** at the AGM to be held at **20 Collyer Quay, #22-01 Singapore 049319 on Wednesday, 30 April 2025 at 10.00 a.m. There will be no option for Shareholders to participate virtually.**

### Voting at the AGM and voting by proxy

2. Shareholders may cast their votes for each resolution at the AGM or appoint proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM.
3. A proxy need not be a member of the Company.
4. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy ("**Proxy Form**"). If no specific instruction as to voting are 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 from voting at his/her/their discretion.
5. As an alternative to voting at the AGM in the foregoing manner, Shareholders who wish to vote on any or all of the resolutions at the AGM may appoint the Chairman of the AGM to act as their proxy to vote on their behalf at the AGM.
6. If a Shareholder wishes to appoint a proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM or to appoint the Chairman as proxy to vote on their behalf at the AGM, duly executed Proxy Form, together with the power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted in hard copy form or electronically via email as follows:
- (a) if submitted by post, to be deposited at the share registrar office of the Company at B.A.C.S Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (b) if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com),

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**in either case, by 10.00 a.m. on 27 April 2025, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM and/or any adjournment thereof and in default the instrument of proxy shall not be treated as valid.**

In appointing the Chairman of the AGM as proxy, the Shareholder (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.

7. A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the AGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.
8. **Shareholders are strongly encouraged to submit the completed and signed Proxy Forms by way of electronic means via email. Any incomplete proxy form will be rejected by the Company.**
9. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
10. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
11. A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.
12. A Shareholder who is a Relevant Intermediary (as defined below) 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 Shareholder. Where such Shareholder's Proxy Form 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.
13. Printed copies of this Notice of AGM, the attached Proxy Form and the Request Form (to request for the printed copy of the Annual Report) will be despatched to Shareholders by post. The Notice of AGM, the Proxy Form, the Request Form and the Annual Report may also be downloaded from the Company's announcement on the SGX website accessible at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website accessible at the URL <https://pollux.com.sg/announcements2>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website. Shareholders who wish to receive a printed copy of the Annual Report are required to complete the Request Form and return it to the Company by **21 April 2025 at 40A Orchard Road #M\_02 Macdonald House Singapore 238838**.

## **Shareholders' Questions and Answers**

14. Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the AGM. The Company will endeavor to respond to and address substantial and relevant questions as far as reasonably practicable during the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.
15. Alternatively, Shareholders can submit their questions in advance relating to the resolutions to be tabled for approval at the AGM no later than **10.00 a.m. on 21 April 2025**:
  - (a) if submitted by post, to be deposited at the registered office of the Company at 40A Orchard Road #M\_02 Macdonald House Singapore 238838 or the office of the Company's Share Registrar at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted by way of electronic means, to be submitted via email to the Company, at [info@pollux.com.sg](mailto:info@pollux.com.sg).

Shareholders who submit questions in advance of the AGM should identify themselves by stating (a) his/her/its full name as it appears on his/her/its Central Depository (Pte) Limited ("CDP")/ Central Provident Fund ("CPF")/ Supplementary Retirement Scheme ("SRS") share records, (b) contact number, (c) current address, and (d) NRIC/Passport/UEN number, (e) the number of shares held, and (f) the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, CPF, SRS and/or physical scrip) for verification purposes.

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16. Shareholders are encouraged to submit their questions via one of the foregoing means as soon as possible so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the AGM) prior to submitting their Proxy Forms. All substantial and relevant questions relating to the resolutions to be tabled and received by **10.00 a.m. on 21 April 2025** would be addressed by the Company and published on the SGX website and the Company's website before **10.00 a.m. on 25 April 2025**, being at least 48 hours before the closing date and time for the lodgment of the proxy forms. The Company will also address any subsequent clarifications sought, or follow-up questions which are submitted after 10.00 a.m. on 21 April 2025 at the AGM in respect of substantial and relevant matters. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on the SGX website and the minutes will include the responses to the questions referred to above.

## **CPF and SRS investors**

17. Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM by: (a) submitting questions in advance of the AGM in the manner provided above; and/or (b) voting at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators or appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such Shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.
18. CPF and SRS Investors may attend and vote 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 queries regarding their appointment as proxies. CPF and SRS investors who wish to appoint the Chairman of the AGM as their proxy, should approach their respective CPF Agent Banks and SRS Operators to submit their votes by **10.00 a.m. on 21 April 2025**, being at least seven (7) working days before the AGM.
19. A **"Relevant Intermediary"** is:
- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## **PERSONAL DATA PRIVACY**

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, and/or submitting any questions to the Company in advance of the AGM in accordance with this Notice of AGM, 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (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 and (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.

*This Notice of AGM has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the **"Sponsor"**), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) Listing Manual Section B: Rules of Catalyst.*

*This Notice of AGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this Notice of AGM.*

*The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.*