



# ANAN INTERNATIONAL LIMITED

(Company Registration No. 35733)  
(Incorporated in Bermuda)  
(the "Company")

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of AnAn International Limited ("Company") will be held at Amara Singapore 165 Tanjong Pagar Road Singapore 088539 Ballroom 1, level 3, on 28 December 2023 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below.

### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements and the Directors' Statement of the Company and the Group for the financial year ended 31 December 2022 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Director who is retiring pursuant to 85(6) of the Company's Bye-Laws:  
Mr. Alila Amyma Av **(Resolution 2)**  
[See Explanatory Note (i)]
- To re-appoint Messrs RT LLP, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 3)**
- To transact any other ordinary business which may properly be transacted at an AGM.

### AS SPECIAL BUSINESS

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

- Authority to allot and issue shares in the capital of the Company pursuant to Rule 806 of the Listing Manual of the SGX-ST**  
That:
  - pursuant to Rule 806 of the listing rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to:
    - issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
    - make or grant offers, agreements or options that may 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 (collectively, "**Instruments**"),
  - (notwithstanding that the authority conferred by paragraph (a) of this Resolution may have ceased to be in force) the Directors be authorised to issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided that:
    - 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 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be offered 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 20% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);
    - (subject to such 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 (i) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution, after adjusting for:
      - new Shares arising from the conversion or exercise of any convertible securities;
      - new Shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
      - any subsequent bonus issue, consolidation or subdivision of Shares;
  - Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) 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.
  - 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 Memorandum of Association and the Bye-Laws for the time being of the Company; and
  - unless revoked or varied by the Company in a general meeting, such authority shall continue to be in force until the conclusion 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, whichever is the earlier. **(Resolution 4)**  
[See Explanatory Note (ii)]

By Order of the Board

Zang Jian Jun  
Executive Director and Executive Chairman  
Singapore, 11 December 2023

### Explanatory Notes:

- Mr. Alila Amyma Av will, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- Resolution 4, if passed, will empower the Directors to issue Shares (as defined above) and/or Instruments (as defined above). The aggregate number of Shares to be issued pursuant to this Resolution 4 (including shares to be issued in pursuance of instruments made or granted) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of 20% for Shares issued other than on a pro rata basis (including Shares to be issued in pursuance of instruments made or granted pursuant to this Resolution 4) to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution 4, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities; (b) new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution 4, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (c) any subsequent bonus issue, consolidation or subdivision of Shares.

### Notes:

- The members of the Company are invited to attend physically only at the AGM and there will be no option for shareholders to participate virtually. This Notice of AGM and the Annual Report are made available on the Company's corporate website at the URL: <http://www.ananinternational.com/> and also on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM, proxy form and the Annual Report will also be sent by post to members.
- A member who is a relevant intermediary may appoint one or more 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.
- Investors who hold Shares through Relevant Intermediaries, including the Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**"), may attend and cast his vote(s) at the AGM in person. CPFIS Investors and SRS Investors who are unable to attend the AGM but would like to vote, may inform their CPF Agent Banks or SRS Operators to appoint the Chairman of the AGM to act as their proxy, in which case, the CPFIS Investors and the SRS Investors shall be precluded from attending the AGM. CPFIS Investors and SRS Investors, who wish to exercise their votes should approach their respective Relevant Intermediaries (which would include CPF Agent Banks and SRS Operators) through which they hold such Shares in order to submit their voting instructions at least 7 working days before the date of the AGM (i.e. by 20 December 2023) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a proxy form to appoint the proxy(ies) or the Chairman of the AGM to vote on their behalf by the cut-off date.
- Members, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the date of the AGM. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.
- Substantial and relevant questions related to the agenda of the AGM may be submitted in advance in the following manner:
  - via email to [cfo@ananinternational.com](mailto:cfo@ananinternational.com); or
  - via post to the Company's registered address at 10 Anson Road, #17-12 International Plaza, Singapore 079903,in either case, by 2.30 p.m. on 20 December 2023 for the purposes of the AGM.  
When submitting the questions, please provide the Company with the following details, for verification purpose:
  - full name;
  - NRIC/passport/company registration number;
  - current address;
  - contact number; and
  - number of Shares held and the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).
- Members are encouraged to submit their questions on or before 2.30 p.m. on 20 December 2023, as this will allow the Company sufficient time to address and respond to these questions on or before 22 December 2023 (not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on SGXNET and the Company's corporate website. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, including any questions received by the Company after 2.30 p.m. on 20 December 2023, the Company will address them during the AGM.
- The Directors will endeavour to address as many substantial and relevant questions as possible during the AGM. However, members should note that there may not be sufficient time available at the AGM to address all questions raised. Please note that individual responses will not be sent to members. The minutes of the AGM will be published on SGXNET within one month after the date of the AGM.
- Persons who hold Shares of the Company through Relevant Intermediaries, including CPFIS Investors and SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.
- Except for a member who is a Relevant Intermediary, a member of the Company entitled to attend, speak and vote at the AGM is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead.
- A proxy need not be a member of the Company.
- A corporation which is a member of the Company 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 Memorandum of Association and Section 83(1) of the Company's Bye-Laws.
- The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed under seal or the hand of its duly authorised officer or attorney. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or 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.
- The instrument appointing the proxy(ies), together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited in the following manner:
  - via email to [main@zicoholdings.com](mailto:main@zicoholdings.com); or
  - via post to the Share Transfer Agent, B.A.C.S. Private Limited at 77 Robinson Rd, #06-03 Robinson 77, Singapore 068896,in either case, by 2.30 p.m. on 26 December 2023, being not less than 48 hours before the time appointed for holding the AGM. The completion and return of the proxy form by a member shall not preclude him from attending, speaking and voting at the AGM in place of his proxy should he subsequently wish to do so.
- The Company shall be entitled to reject the instrument appointing the proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy(ies) (such as in the case where the appointor submits more than one instrument of proxy).
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 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.

### PERSONAL DATA PRIVACY

By (a) submitting a form appointing the proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this notice, 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 following purposes:

- processing and administration by the Company (or its agents or service providers) of the appointment the proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy(ies)'s and/or representative'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 abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.