



# 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 on Tuesday, 22 November 2022 at 2.30 p.m. via electronic means for the following purposes:

### 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 2018 together with the Auditors' Report thereon. **(Resolution 1)**
- 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 2019 together with the Auditors' Report thereon. **(Resolution 2)**
- 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 2020 together with the Auditors' Report thereon. **(Resolution 3)**
- To approve the payment of Directors' fees of S\$50,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears. (2022: S\$50,000). **(Resolution 4)**
- To re-elect the following Directors of the Company retiring pursuant to Bye-Law 85(6) and 86(1) of the Company's Bye-Laws:  
Mr. Siow Hung Jui (Retiring pursuant to Bye-Law 85(6)) **(Resolution 5)**  
Ms. Li Xiao Ming (Retiring pursuant to Bye-Law 85(6)) **(Resolution 6)**  
Mr. Zang Jianjun (Retiring pursuant to Bye-Law 86(1)) **(Resolution 7)**  
Mr. Toh Hock Ghim (Retiring pursuant to Bye-Law 86(1)) **(Resolution 8)**  
[See Explanatory Note (i)]
- That contingent upon passing of Ordinary Resolution 8 above, to approve Mr. Toh Hock Ghim's ("Mr. Toh") continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST"), and such Resolution shall remain in force until the earliest of the following (i) Mr. Toh's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **(Resolution 9)**  
[See Explanatory Note (ii)]
- That contingent upon passing of Ordinary Resolution 8 and 9 above, shareholders (excluding the Directors and the Chief Executive Officer ("CEO") of the Company, and the respective associates of such Directors and CEO) to approve Mr. Toh's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST, and such Resolution shall remain in force until the earlier of the following: (i) Mr. Toh's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **(Resolution 10)**  
[See Explanatory Note (ii)]
- 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 11)**
- 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 resolutions 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:  
(a) 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:  
(i) 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 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"),  
(b) (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:  
(i) 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);  
(ii) (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:  
(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 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;  
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.  
(iii) 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  
(iv) 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.  
[See Explanatory Note (iii)] **(Resolution 12)**

By Order of the Board

Zang Jian Jun  
Executive Director and Executive Chairman  
Singapore, 4 November 2022

### Explanatory Notes:

- Mr. Siow Hung Jui will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.  
Ms. Li Xiao Ming 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.  
Mr. Toh will, upon re-election as Director of the Company and contingent upon passing of Ordinary Resolution 9 and 10, remain as the Independent Director remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.  
Please refer to particular of directors in Corporate Governance Report for the detailed information for Mr. Siow Hung Jui, Ms. Li Xiao Ming and Mr. Toh required pursuant to Rule 720(5) of the Listing Manual of the SGX-ST.
- The Nominating Committee had assessed and reviewed Mr. Toh's written confirmation of independence based on the independence criteria as set out in Rule 210(5)(d) of the SGX-ST Listing Manual and confirmed that Mr. Toh would be independent under Rule 210(5)(d) of the SGX-ST Listing Manual.  
Based on the written confirmation of independence from Mr. Toh, the Nominating Committee noted the following:  
(i) Mr. Toh is not employed or has been employed by the Company or any of its related corporations in the current or any of the past three financial years; and  
(ii) Mr. Toh does not have any immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three financial years, and whose remuneration is or was determined by the Remuneration Committee of the Company.  
Mr. Toh has given his consent to submit himself for the two-tier vote under Rule 210(5)(d)(iii) of the SGX-ST Listing Manual for his continued appointment as an independent director of the Company.  
The Board of the Company and the Nominating Committee have evaluated the participation of Mr. Toh at Board and Board Committees meetings and determined that he continues to possess independent thinking and the ability to exercise objective judgement on corporate matters independently.
- Resolution 12, 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 12 (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 12) 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 12, 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 12, 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:

#### General

- 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. The AGM will be convened and held by way of electronic means and shareholders will not be allowed to attend the AGM in person. However, the alternative arrangement has been provided to allow the shareholders to participate and vote at the AGM via electronic means. Printed copies of this Notice will be sent to members. This Notice will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the following URL: [https://conveneagm.sg/AAI\\_Combined\\_2018\\_2019\\_and\\_2020\\_AGM](https://conveneagm.sg/AAI_Combined_2018_2019_and_2020_AGM).
- Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:  
(a) watching or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraphs (3) to (7) below;  
(b) submitting questions in advance of or "live" at the AGM. Please refer to paragraphs (8) to (13) below for further details; and  
(c) voting (i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM. Please refer to paragraphs (14) to (20) below for further details.
- Participation in the AGM via live webcast or live audio feed**  
A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a live webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member must pre-register by 2.30 p.m. on 20 November 2022, being forty-eight (48) hours before the time appointed for the AGM ("**Registration Cut-Off Time**"), at the following URL: [https://conveneagm.sg/AAI\\_Combined\\_2018\\_2019\\_and\\_2020\\_AGM](https://conveneagm.sg/AAI_Combined_2018_2019_and_2020_AGM) ("**AnAn AGM Website**"), to create an account.
- Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
- Shareholders who have registered by the Registration Cut-Off Time in accordance with paragraph (3) above but do not receive an email response by 2.30 p.m. on 21 November 2022 may contact the Company's Singapore Share Transfer Agent by 5.00 p.m. on 21 November 2022 for assistance at the following email address: [stephanie.lee@zicoholdings.com](mailto:stephanie.lee@zicoholdings.com) or at [helen.tan@zicoholdings.com](mailto:helen.tan@zicoholdings.com) during operating hours from 9.00 a.m. to 5.30 p.m..
- Non-CPF/SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the AGM proceedings.
- Corporate shareholders must also submit the Corporate Representative Certificate to the Company's Singapore Share Transfer Agent at [main@zicoholdings.com](mailto:main@zicoholdings.com), in addition to the registration procedures as set out in paragraph (3) above, by the Registration Cut-Off Time, for verification purpose.

#### Submission of questions in advance of or "live" at the AGM.

- Shareholders may submit substantial and relevant textual questions related to the resolutions to be tabled for approval for the AGM in advance of, or "live" at, the AGM.
- How to submit questions in advance of AGM.**  
Shareholders may submit textual questions in advance of the AGM in the following manner: (a) via the AnAn AGM Website; or (b) by email to [cfo@ananinternational.com](mailto:cfo@ananinternational.com). All questions submitted in advance of the AGM must be received by the Company no later than 12 November 2022 at 2.30 p.m. to be treated as valid.
- Shareholders submitting questions are required to state: (a) their full name as it appears on his/her/its CDP/CPF/SRS records; (b) their identification/registration number; and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, or SRS), failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.
- The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from Shareholders before the AGM on SGXNET at least forty-eight (48) hours prior to the Registration Cut-Off Time for the lodgement of the proxy form on 18 November 2022, 2.30 p.m. or "live" at the AGM for the relevant questions received during the AGM.
- The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of the AGM and the minutes will include the responses to the questions referred to above.
- How to submit questions "live" at the AGM.**  
Shareholders may submit textual questions "live" at the AGM in the following manner:  
(a) Shareholders or where applicable, their appointed proxy(ies) who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.  
(b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the AGM service provider, Convene SG, upon verification of the Proxy Form(s).  
(c) Shareholders (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.  
(d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

#### Submission of instrument appointing a proxy(ies) to vote, or vote "live", at the AGM

- Shareholders who wish to exercise their voting rights at the AGM may:  
(a) (where such shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM)<sup>#</sup> to vote "live" via electronic means at the AGM on their behalf; or  
<sup>#</sup> For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.  
(b) (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
  - Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the AGM must first pre-register at the AnAn AGM Website via the URL: [https://conveneagm.sg/AAI\\_Combined\\_2018\\_2019\\_and\\_2020\\_AGM](https://conveneagm.sg/AAI_Combined_2018_2019_and_2020_AGM).
  - Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for that resolution will be treated as invalid.
- A member who is not a Relevant Intermediary<sup>†</sup>, entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company. The accompanying proxy form for the AGM would be posted to the Shareholders.
- 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.
- 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 Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or  
(b) if submitted electronically, be submitted via email to the Company's Singapore Share Transfer Agent at [main@zicoholdings.com](mailto:main@zicoholdings.com),  
in either case by **no later than the Registration Cut-Off Time**.  
A member who wishes to submit an instrument of proxy must first 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.

#### In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.

- The instrument appointing the proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
- An investor who holds shares under the CPF Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to vote, should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the AGM as their proxy, at least seven (7) working days before the AGM in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than seventy-two (72) hours before the time for holding the AGM.
- A Depositor's name must appear on the Depository Register maintained by CDP as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote.  
<sup>†</sup>"Relevant Intermediary" means:  
(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;  
(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or  
(c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares provided 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### PERSONAL DATA PRIVACY

Where a Depositor or a Shareholder of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Depositor or a Shareholder of the Company (i) consents to the collection, use and disclosure of the Depositor's or the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Depositor or the Shareholder discloses the personal data of the Depositor's or the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Depositor or the Shareholder 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Depositor or the Shareholder 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.