

# NOTICE OF ANNUAL GENERAL MEETING

## TO ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Sing Holdings Limited (the “**Company**”) will be held at Big Picture Theatre @ Capital Tower, Level 9, 168 Robinson Road, Singapore 068912 on Tuesday, 25 April 2023 at 3.00 p.m. to transact the following businesses as set out below.

This Notice has been made available on SGXNet and the Company’s website and may be accessed at the URL <http://www.singholdings.com/general-meetings/>. A printed copy of this Notice will NOT be despatched to members.

## AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Directors’ statement and audited financial statements for the year ended 31 December 2022 together with the auditor’s report thereon. (Resolution 1)
2. To approve the payment of \$438,000 as Directors’ fees for the year ended 31 December 2022 (2021: \$422,000). (Resolution 2)
3. To declare a first and final one-tier tax exempt dividend of 1.00 cent per ordinary share for the year ended 31 December 2022. (Resolution 3)
4. To re-elect Mr Lee Sze Hao as Director, who retires pursuant to Regulation 104 of the Constitution of the Company. (Resolution 4)  
(Note 9)
5. To re-elect Dr Joseph Yeong Wee Yong as Director, who retires pursuant to Regulation 104 of the Constitution of the Company. (Resolution 5)  
(Note 10)
6. To re-appoint Messrs Ernst & Young LLP as auditor of the Company for the next financial year and to authorise the Directors to fix the auditor’s remuneration. (Resolution 6)
7. To transact any other business of an Annual General Meeting.

## AS SPECIAL BUSINESS

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

### ORDINARY RESOLUTION

#### 8. **General mandate to authorise the Directors to issue shares or convertible instruments**

“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 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: (Resolution 7)  
(Note 11)

- (a) (i) allot and issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or



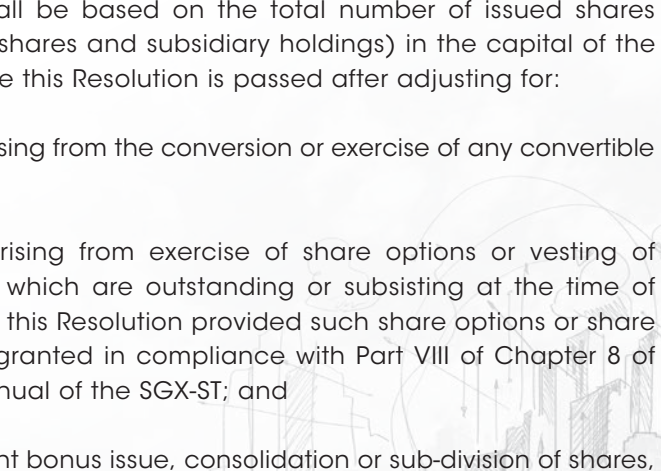
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- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion consider fit; and

- (b) for the avoidance of doubt, notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue shares in pursuance of any Instrument already 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 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 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 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 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 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 exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution provided such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
    - (iii) any subsequent bonus issue, consolidation or sub-division of shares,
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Adjustments in accordance with (2)(i) or (2)(ii) 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;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual 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
- (4) (unless revoked or varied by the Company in general meeting) this authority 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."

BY ORDER OF THE BOARD

Ong Beng Hong  
Company Secretary

Singapore, 3 April 2023



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## NOTES:

1. The Annual General Meeting ("**AGM**") will be held in a wholly physical format, at Big Picture Theatre @ Capital Tower, Level 9, 168 Robinson Road, Singapore 068912 on Tuesday, 25 April 2023 at 3.00 p.m. There will be no option for shareholders to participate virtually. This Notice of AGM and the Proxy Form has been uploaded on SGXNet and may also be accessed at the Company's website at the URL <http://www.singholdings.com/general-meetings/>.
2. Members may submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 3.00 p.m. on 11 April 2023:
  - (a) in hard copy by sending by post and lodging the same at the Registered Office of the Company at 96 Robinson Road #10-01 SIF Building, Singapore 068899; or
  - (b) by email to [AGM2023-enquiries@singholdings.com](mailto:AGM2023-enquiries@singholdings.com).

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members before 3.00 p.m. on 11 April 2023 by 19 April 2023 via an announcement to be published on the Company's website at the URL <http://www.singholdings.com/announcements/> and SGXNet.

3. A member (who is not a relevant intermediary) of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote on his behalf. Where such member appoints more than one proxy, he shall specify the percentage of his shares to be represented by each proxy.
4. Pursuant to Section 181 of the Companies Act 1967, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend 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 one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form. Relevant intermediary is either:
  - (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
  - (c) the Central Provident Fund ("**CPF**") Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF investors.
5. A proxy need not be a member of the Company. The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
  - (a) if sent personally or by post, be deposited at the Registered Office of the Company at 96 Robinson Road #10-01 SIF Building, Singapore 068899; or
  - (b) if submitted by email, be received by the Company at [AGM2023-proxyform@singholdings.com](mailto:AGM2023-proxyform@singholdings.com),

in either case, not less than 72 hours before the time for holding the AGM, and in default, the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it personally or 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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6. The instrument appointing a proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
7. In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
8. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors, and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by (a) voting at the AGM proceedings if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (b) 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. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3.00 p.m. on 13 April 2023.
9. Mr Lee Sze Hao is an Executive and Non-Independent Director and will, upon re-election as a Director of the Company under Resolution 4 above, continue to serve as Managing Director and Chief Executive Officer of the Company.
10. Dr Joseph Yeong Wee Yong is a Non-Executive Independent Director and will, upon re-election as a Director of the Company under Resolution 5 above, continue to serve as a Non-Executive Independent Director, the Chairperson of the Remuneration Committee and as a Member of the Audit Committee and Nominating Committee.
11. The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next AGM to allot and issue shares and convertible securities in the Company up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company for the time being for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for (a) new shares arising from the conversion of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that the resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.

12. The Annual Report for the financial year ended 31 December 2022 may be accessed at the Company's website at the URL <http://www.singholdings.com/annual-reports/> under "Annual Report 2022", and has also been made available on SGXNet.

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof or submitting any details of the member's proxies and representatives appointed for the AGM in connection with the AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) 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, compilation and publication 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**"), and (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 provider) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.