

NOTICE OF ANNUAL GENERAL MEETING

(Incorporated in the Republic of Singapore – Company Registration No. 200300326D)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Net Pacific Financial Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on 28 June 2023 (Wednesday) at 2.30 pm, for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Regulation 89 of the Company’s Constitution:

Mr Wu Houguo (Retiring pursuant to Regulation 89) **(Resolution 2)**

*Mr Wu Houguo will, upon re-election as a Director, remain as Independent Non-Executive Director and a member of the Audit and Risk Management Committee, Nominating Committee and Remuneration Committee of the Company. Information on Mr Wu Houguo can be found on page 13 and 24 to 30 of the annual report. The Board considers Mr Wu Houguo to be independent for the purposes of Rule 704(7) of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”).*

Mr Chung Wai Man (Retiring pursuant to Regulation 89) **(Resolution 3)**

Mr Chung Wai Man will, upon re-election as a Director, remain as Independent Non-Executive Chairman of the Company and a Chairman of the Nominating Committee of the Company. Information on Mr Chung Wai Man can be found on page 13 and 24 to 30 of the annual report. The Board considers Mr Chung Wai Man to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr Tso Sze Wai (Retiring pursuant to Regulation 89) **(Resolution 4)**

Mr Tso Sze Wai will, upon re-election as a Director, remain as Lead Independent Non-Executive Director of the Company, Chairman of the Audit and Risk Management Committee, and member of the Nominating Committee and Remuneration Committee of the Company. Information on Mr Tso Sze Wai can be found on page 13 and 24 to 30 of the annual report. The Board considers Mr Tso Sze Wai to be independent for the purposes of Rule 704(7) of the Catalist Rules.

3. To approve the payment of the sum of up to S\$152,000 to be paid to all Directors as Directors’ fees for the financial year ending 31 December 2023, such fees to be paid half-yearly in arrears. (2022: S\$152,000). **(Resolution 5)**
4. To re-appoint Foo Kon Tan LLP, Chartered Accountants of Singapore, as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue new Shares in the capital of the Company and/or instruments**

“That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Catalist Rule 806, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue new 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 new Shares to be allotted and 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,

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

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- (b) notwithstanding the authority conferred by this Resolution may have ceased to be in force, allot and issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
- (1) the aggregate number of new Shares (including shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed one hundred per cent (100%) 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 new Shares to be allotted and issued other than on a *pro rata* basis to Shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with subparagraph (2) below);
 - (2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/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 Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company for the time being; 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 Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”
[See Explanatory Note (i)] **(Resolution 7)**

By Order of the Board

Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries
Singapore, 13 June 2023

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Explanatory Notes:

- (i) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors from the date of the passing of Ordinary Resolution 7 until the date of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to allot and issue new Shares and Instruments in the Company. The aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 7), to be allotted and issued pursuant to Ordinary Resolution 7 shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of Ordinary Resolution 7. For the allotment and issue of new Shares other than on a *pro rata* basis to shareholders of the Company, the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 7), to be allotted and issued pursuant to Ordinary Resolution 7 shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of Ordinary Resolution 7. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Important Notes to Shareholders on arrangements for the Annual General Meeting:

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by electronic means 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. Printed copies of this Notice of AGM and the Annual Report for the financial year ended 31 December 2022 (the “FY2022 Annual Report”) will not be sent to members. Instead, this Notice of AGM, Proxy Form and the FY2022 Annual Report may be accessed at the Company’s website at the URL <https://www.netpac.com.sg/announcement-2023> and <https://www.netpac.com.sg/annual-report>. This Notice of AGM, Proxy Form and the FY2022 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM of the Company via electronic means (including arrangements by which the proceedings of the AGM of the Company may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of or live at the AGM of the Company, addressing of substantial and relevant questions prior to or at the AGM of the Company and voting live at the AGM by appointing proxy(ies) (including the Chairman of the Meeting) at the AGM of the Company, are set out in the Company’s accompanying announcement dated 13 June 2023. This announcement may be accessed at the Company’s website at the URL <https://www.netpac.com.sg/announcement-2023> by clicking on the hyperlink titled “Notice of AGM, Proxy Form and Accompanying Announcement” and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. **As the AGM will be held via electronic means, a member will not be able to attend the AGM in person.**
4. **Voting at the AGM.** Voting for all resolutions will be conducted by a poll. A member or his/her/its duly appointed proxy(ies) (including the Chairman of the Meeting) shall vote live and online (in real time) by logging into the URL <https://conveneagm.com.sg/netpac2023>.

A member may submit a Proxy Form appointing proxy(ies) (including the Chairman of the Meeting), as his/her/its proxy to attend, speak and vote live and online (in real time) on his/her/its behalf at the AGM in accordance with the instructions on the Proxy Form if such member wishes to exercise his/her/its voting rights at the AGM.

The Proxy Form for the AGM of the Company may be accessed at the Company’s website at the URL <https://www.netpac.com.sg/announcement-2023> and <https://www.netpac.com.sg/annual-report> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting) as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of proxy(ies) for that resolution will be treated as invalid. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective Agent Banks or SRS operators to submit their votes by 5.00 p.m. on 16 June 2023, being at least seven (7) working days before the date of the AGM.

Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a member of the Company.

5. The Proxy Form must be submitted to the Company in the following manner:
 - (i) if submitted by post, be deposited at the registered office of the Company at **35 Selegie Road #10-25, Singapore 188307**; or
 - (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at admin@netpac.com.sg.

in either case, at least **72 hours** before the time fixed for holding the AGM of the Company and/or any adjournment thereof. A member who wishes to submit the Proxy Form must first download, 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. **Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

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6. **Submission of questions in advance of the AGM.** Members who wish to ask questions are to submit their questions to the Chairman of the Meeting in advance of the AGM of the Company. Members may submit their questions via online platform at the URL <https://conveneagm.com/sg/netpac2023> or by post to the registered office of the Company, at 35 Selegie Road #10-25 Singapore 188307, by **2.30 p.m. on 20 June 2023**. For more details on the submission of questions in relation to the resolutions to be tabled at the AGM, please refer to the accompanying announcement dated 13 June 2023 to this Notice of AGM titled “*Annual General Meeting of the Company to Be Held By Way of Electronic Means on Wednesday, 28 June 2023 At 2.30 pm. (Singapore Time)*”.
7. **Submission of textual questions live at the AGM.** Members of the Company or their duly appointed proxy(ies) may raise textual comments, queries and/or questions during the AGM via the online platform hosting the live audio-visual webcast or live audio-only stream.
8. The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://www.netpac.com.sg/announcement-2023>. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM.
9. Copies of the minutes of the AGM will be uploaded on the Company’s corporate website at the URL <https://www.netpac.com.sg/announcement-2023> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month from the date of the AGM.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing 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) 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, 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 AGM 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), 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) 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.