



利通太平洋金融控股有限公司  
**Net Pacific Financial Holdings Limited**

(Incorporated in the Republic of Singapore on 9 January 2003)  
(Company Registration Number 200300326D)

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## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 23 FEBRUARY 2024

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The Board of Directors (the “**Board**”) of Net Pacific Financial Holdings Limited (the “**Company**”) refers to the extraordinary general meeting of the Company held on Friday, 23 February 2024 at 2.00 p.m. at The Pavilion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue #13-03 Keppel Bay Tower, Singapore 098632 (“**EGM**”).

The Board would like to thank shareholders for their attendance at the EGM.

The minutes of the EGM are set out at **Annex A**.

### By Order of the Board

Mr Ong Chor Wei @ Alan Ong  
Executive Director and Chief Executive Officer  
28 February 2024

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*This announcement has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange 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 announcement.*

*The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay #10-00 Collyer Quay Centre Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).*

## **Annex A**

### **NET PACIFIC FINANCIAL HOLDINGS LIMITED**

(Incorporated in Singapore on 9 January 2003)  
(Company Registration No. 200300326D)  
(the "Company")

#### **MINUTES OF EXTRAORDINARY GENERAL MEETING**

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Date : Friday, 23 February 2024

Time : 2.00 p.m.

Place : The Pavilion, KLOUD Keppel Bay Tower, 1 HarbourFront Avenue  
#13-03 Keppel Bay Tower, Singapore 098632

Present : As set out in the attendance records maintained by the Company

Chairman : Mr Ong Chor Wei @ Alan Ong

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#### **CHAIRMAN OF THE MEETING**

Mr Ong Chor Wei @ Alan Ong, the Chief Executive Officer and Executive Director of the Company presided as the Chairman of the Extraordinary General Meeting of the Company ("**EGM**").

The Chairman welcomed the shareholders to the EGM, and introduced Ms Kwok Meei Ying, Monica, the Independent Director present at the EGM, and the rest of the Board of Directors to the shareholders. The Chairman also stated that due to business travelling schedules, Mr Chung Wai Mun, Mr Zhou Wen Jie, Mr Ben Lee, Mr Chin Fook Lai, Mr Tso Sze Wai and Mr Chak Chi Shing were attending the EGM through electronic means instead of in person.

#### **QUORUM**

As the quorum was present, the Chairman declared the EGM open.

#### **NOTICE**

The Chairman informed that the Company's circular to shareholders dated 6 February 2024 together with the Notice of EGM has been circulated to the shareholders and suggested that the Notice of EGM be taken as read.

#### **VOTING**

It was noted that in accordance with Regulation 58(A) of the Company's Constitution, the proposed Resolutions put to vote at the EGM shall be decided on a poll.

The Chairman informed that as some shareholders had appointed the Chairman of the EGM as proxy to vote on their behalf at the EGM, he would be voting in accordance with their instructions.

Boardroom Corporate & Advisory Services Pte Ltd was appointed as the Company's Polling Agent and Reliance 3P Advisory Pte. Ltd. was appointed as the Company's Scrutineer for the EGM.

## **COMMENTS, QUERIES AND/OR QUESTIONS FROM SHAREHOLDERS**

Shareholders have been given the opportunity to submit comments, queries and/or questions related to the ordinary resolutions put to vote at the EGM. The deadline for submission of such comments, queries and/or questions was 2.00 p.m. on Tuesday, 13 February 2024.

The Chairman informed that the Company did not receive any questions related to the ordinary resolutions put to vote at the EGM before the stated deadline.

The Chairman stated that shareholders will have the opportunity to ask questions during the course of the EGM. The Company did not receive questions from shareholders during the course of the EGM.

### **1. THE PROPOSED JOINT VENTURE AND ACQUISITION – ORDINARY RESOLUTION 1**

The EGM sought the approval of shareholders for the Proposed Joint Venture and Acquisition.

Ng Chieu Siar, a shareholder of the Company, proposed the motion. Chin Nyok Tow, a shareholder of the Company, seconded the motion.

The motion was put to vote by way of a poll.

Based on the votes received, there were 132,163,550 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 1 was declared carried and it was resolved:

*“Contingent upon the passing of Ordinary Resolution 2, that:*

- (a) the Proposed Joint Venture and Acquisition be and are hereby approved and confirmed in all respects;*
- (b) the entry by the Company into the JVA and the performance of its obligations thereunder be and is hereby approved, confirmed and ratified;*
- (c) the entry by the JV Company into the STA and SHA and the performance of its obligations thereunder be and is hereby approved, confirmed and ratified;*
- (d) the Directors be and are hereby authorised to from time to time amend, modify and/or supplement the terms of the JVA, STA and SHA as such Directors or any of them may deem appropriate; and*
- (e) the Directors be and are hereby authorised to complete and do all such acts and things (including, without limitation, approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Joint Venture and Acquisition and/or this ordinary resolution.”*

### **2. THE PROPOSED DIVERSIFICATION – ORDINARY RESOLUTION 2**

The EGM sought the approval of shareholders for the Proposed Diversification.

Ng Chieu Siar, a shareholder of the Company, proposed the motion. Chin Nyok Tow, a shareholder of the Company, seconded the motion.

The motion was put to vote by way of a poll.

Based on the votes received, there were 132,163,550 shares voting for the motion, representing 100% of the total number of shares voting for and against the motion, and 0 shares voting against the motion, representing 0% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 2 was declared carried and it was resolved:

*“Contingent upon the passing of Ordinary Resolution 1, that:*

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the Golf Business and Luggage Business as described in the Circular, and any other activities related to the Golf Business and Luggage Business;*
- (b) subject to compliance with the Catalist Rules, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is in the Golf Business and Luggage Business for the purpose of or in connection with the Proposed Diversification on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase acquisition or disposal or to effect the Proposed Diversification; and*
- (c) the Directors be and hereby authorised to complete and do all such acts and things (including, without limitation, approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Diversification and/or this ordinary resolution.”*

## **CONCLUSION**

The Chairman stated that the Company will publish the minutes of the EGM on the Company’s website and SGXNET within a month after the EGM.

There being no other business, the Chairman declared the EGM closed and thanked all shareholders who attended the EGM.

Certified as a True Record of Minutes

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**ONG CHOR WEI @ ALAN ONG**  
Chairman of Meeting